

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

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

April 24, 2024 – 9:00 a.m.

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

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

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

CALL TO ORDER

ROLL CALL

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

MINUTES

October 25, 2023 Governance Committee meeting

A. OPEN TIME FOR PUBLIC EXPRESSION

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

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

B. NEW BUSINESS

1. Proxy Voting
 - a. Proxy Voting Reports
Proxy voting records of public equity managers for December 31, 2023
 - b. Proxy Voting Reports – Executive Compensation
Review and discuss the ISS executive compensation proxy voting reports for the Dimensional Fund Advisors and State Street Global Advisors portfolios
2. Governance Risk Report – Institutional Shareholder Services (ISS) – Jack Ferdon
Review and discuss the ISS quarterly Risk Assessment Report
3. Existing Policies – Standard Review with Proposed Updates
 - a. Trustee and Staff Travel Expense Policy (ACTION)
Consider possible recommendation to Board on updates to policy
 - b. Policy Regarding Adoption of Actuarial Economic Assumptions (ACTION)
Consider possible recommendation to Board on updates to policy
 - c. Conflict of Interest Code (ACTION)
Consider possible recommendation to Board on updates to code
 - d. Actuarial Funding Policy (ACTION)
Consider possible recommendation to Board on updates to policy
 - e. Class Action Securities Litigation Policy (ACTION)
Consider possible recommendation to Board on updates to policy
 - f. Policy Regarding Actuarial Equivalence Determinations for Modified Retirement and Survivor Allowances (ACTION)
Consider possible recommendation to Board on updates to policy
4. Existing Policies – Standard Review without Proposed Updates
 - a. Accessibility of Records Policy (ACTION)
Conduct standard policy review
 - b. Budget Policy and Adoption Process (ACTION)
Conduct standard policy review
 - c. Disability Retirement and Survivor Benefits Applications Policy (ACTION)
Conduct standard policy review
 - d. Election and Duties of Board of Retirement Officers Policy (ACTION)
Conduct standard policy review
 - e. Investment Code of Conduct and Insider Trading Policy (ACTION)
Conduct standard policy review

- f. Placement Agent Payment Disclosure Resolution and Policy (ACTION)
Conduct standard policy review
 - g. Reciprocal Members' Final Compensation Determinations Policy (ACTION)
Conduct standard policy review
 - h. Retirement Administrator Annual Performance Evaluation Policy (ACTION)
Conduct standard policy review
 - i. Senior Management Contingency Plan Policy (ACTION)
Conduct standard policy review
5. Next Committee Meeting
Consider and discuss agenda items for future meetings

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

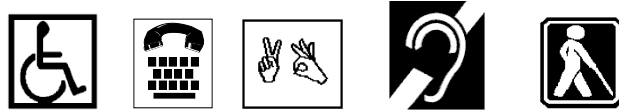
Note on Board Member requests to participate by teleconference under Government Code section 54953, subdiv. (f): At least a quorum of the Committee must be present together physically at the meeting to invoke this provision. The provision is limited to “just cause” and “emergency” circumstances, as follows:

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

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

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

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



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

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

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

For consideration at April 2024 Committee meeting

MINUTES

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

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

October 25, 2023 – 9:00 a.m.

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

CALL TO ORDER

Chair Cooper called the meeting to order at 9:03 a.m.

ROLL CALL

PRESENT: Cooper, Gladstern, Jones, Silberstein

ABSENT: None

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

No Committee members requested to teleconference.

MINUTES

It was M/S Gladstern/Silberstein to approve the April 19, 2023 Governance Committee Meeting Minutes as submitted. The motion passed by a vote of 3-0 as follows:

AYES: Cooper, Gladstern, Silberstein

NOES: None

ABSTAIN: None

ABSENT: Jones

A. OPEN TIME FOR PUBLIC EXPRESSION

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

Open time for public expression, from three to five minutes per speaker, on items not on the Committee Agenda. While members of the public are welcome to address the Committee during this time on matters within the Committee's jurisdiction, except as otherwise permitted by the Ralph M. Brown Act (Government Code Sections 54950 et seq.), no deliberation or

For consideration at April 2024 Committee meeting

action may be taken by the Committee concerning a non-agenda item. Members of the Committee may (1) briefly respond to statements made or questions posed by persons addressing the Committee, (2) ask a question for clarification, or (3) provide a reference to staff for factual information.

No members of the public provided comment.

Trustee Jones joined the meeting at 9:06 a.m.

B. NEW BUSINESS

1. Proxy Voting

a. Proxy Voting Reports

Proxy voting records of public equity managers for June 30, 2023

Retirement Administrator Jeff Wickman presented equity manager proxy votes as of June 30, 2023. Institutional Shareholder Services (ISS) votes proxies for MCERA's Dimensional Fund Advisors (DFA) and State Street Global Advisors (SSGA) portfolios using the Public Fund Policy guidelines. Trustee Silberstein thanked staff for providing the proxy voting reports. Trustee Silberstein inquired as to why Fidelity Institutional Asset Management (FIAM) has a different format and does not provide reasons for its votes and Mr. Wickman said he will follow up with FIAM. Trustee Silberstein noted that MCERA is voting against directors of boards that are not diverse or do not have an independent majority. He also noted that the new proxy voting policy adopted by MCERA for voting on Chief Executive Officer (CEO) pay issues will be implemented for the next reporting period. Chair Cooper asked if results of the new criteria will be evident in the reporting, and Mr. Wickman indicated they would.

Trustee Silberstein observed that KBI Global Investors (KBIGI) and State Street hold the same company and voted differently for a director position. He asked staff to seek additional information from KBI regarding their vote. Mr. Wickman said he will reach out to KBI on this matter.

b. Proxy Voting Reports – Executive Compensation

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

Proxy voting reports having to do with executive compensation were presented to the Committee. Trustee Silberstein noted that for the DFA portfolio MCERA voted to approve (CEO) compensation proposals 78% of the time. For the State Street Global Advisors portfolio, MCERA voted for CEO compensation proposals 70% of the time. Trustee Silberstein is expecting future MCERA proxy votes against CEO executive pay proposals to be at a higher percentage due to MCERA's new customized proxy voting policy.

For consideration at April 2024 Committee meeting

2. Governance Risk Report – Institutional Shareholder Services (ISS) – Jack Ferdon
Review and discuss the ISS quarterly Risk Assessment Report

Jack Ferdon, Senior Associate, Client Service and Consultants, with Institutional Shareholder Services (ISS), began by reviewing the ISS Governance Risk Report for the second quarter of 2023. He pointed out that typically the quarter ending June 30 has the most shareholder meetings. The report lists companies on a Quality Score list ranking poorly on four quality measures. These include no disclosure of executive compensation, a lack of independent board directors, no board chairman, and an unequal shareholder structure. Mr. Wickman directed attention to the report at the end of this agenda item providing MCERA's position in each company on the Quality Score list.

The investment manager summary shows MCERA, using the Public Fund Policy to vote the DFA and SSGA portfolios, is voting against nearly one-third of management proposals and FIAM follows with the second highest percentage of these votes. MCERA is voting against management proposals in the routine business category a little over 50% of the time. MCERA's proxy votes reflect a high level of dissent on director items, Mr. Ferdon said. He pointed out that 2023 has been notable because CEO pay levels did not increase as much as in the past. He said the majority of shareholder proposals are related to environmental or social topics, such as climate, diversity or human rights. Mr. Ferdon discussed proxy contests during the quarter, of which MCERA participated in about ten. Mr. Wickman pointed out a report following the Governance Risk Report listing which manager holds the companies with proxy contests.

Mr. Ferdon continued by providing similar information in the Governance Risk Report for the third quarter of 2023. Trustee Gladstern said it is interesting to see the overlap of managers holding the same security, including across large cap and small cap managers. Chair Cooper thanked Mr. Ferdon for his report.

3. Existing Policies – Standard Review with Proposed Updates

a. Credit Card Policy (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman presented updates to the Credit Card Policy. Current cardholders include the Retirement Administrator and Board Clerk, and two credit cards issued to the accounting department. The changes will reduce one of the accounting department cards and reassign the other card to the MCERA procurement agent. Updates designate the Approving Officer as the Chief Financial Officer and clarify related duties and required documentation. In addition, policy updates provide more clarity around the role of the invoice processor, including providing supporting documentation to the Approving Officer.

It was M/S Gladstern/Jones to recommend that the Board adopt updates to the Credit Card Policy as submitted. The motion passed by a vote of 4-0 as follows:

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

For consideration at April 2024 Committee meeting

ABSENT: None

b. Investment Policy Statement (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman presented proposed updates to the Investment Policy Statement which he recommended the Committee refer to the Investment Committee for discussion at its December 6, 2023 meeting. He explained that substantive changes address a suggestion for more clarity around physical rebalancing in the Fund when ranges have pierced established targets. These include specific timing for reviewing portfolio allocations at the end of the month and conducting the necessary rebalancing.

Chair Cooper concurred with the staff recommendation to refer Investment Policy Statement updates to the to the Investment Committee.

It was M/S Silberstein/Gladstern to refer proposed updates to the Investment Policy Statement, as well as alignments with recent Investment Committee action, to the Investment Committee for consideration at its December 6, 2023 meeting. The motion passed by a vote of 4-0 as follows:

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

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

Consider possible recommendation to Board on updates to policy

Mr. Wickman presented one update to the Policy Regarding Adoption of Actuarial Economic Assumptions changing the valuation year to align with the June 30, 2022 Actuarial Valuation.

It was M/S Jones/Gladstern to recommend that the Board adopt the update to the Policy Regarding Adoption of Actuarial Economic Assumptions as submitted. The motion was approved by a vote of 4-0 as follows:

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

4. Existing Policies – Standard Review without Proposed Updates

Mr. Wickman presented policies scheduled for standard review, some of which have non-material administrative edits.

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

For consideration at April 2024 Committee meeting

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

- a. Portable Electronic Device Policy (ACTION)
Conduct standard policy review
 - b. Governance Committee Charter (ACTION)
Conduct standard charter review
 - c. Investment Committee Charter (ACTION)
Conduct standard charter review
 - d. Fiduciary Liability Insurance and Claims Reporting Policy (ACTION)
Conduct standard policy review
5. Next Committee Meeting
Consider and discuss agenda items for future meetings

Mr. Wickman will follow up on two proxy vote items at the Committee's next meeting in the spring of 2024.

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

Chris Cooper
Governance Committee Chair

Attest: Jeff Wickman
Retirement Administrator

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	1	Yes	Elect Director Celia R. Brown	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	2	Yes	Elect Director James A. Cannavino	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	3	Yes	Elect Director Dina Colombo	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	4	Yes	Elect Director Eugene F. DeMark	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	5	Yes	Elect Director Leonard J. Elmore	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	6	Yes	Elect Director Adam Hanft	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	7	Yes	Elect Director Stephanie Redish Hofmann	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	8	Yes	Elect Director Christopher G. McCann	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	9	Yes	Elect Director James F. McCann	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	10	Yes	Elect Director Christina Shim	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	11	Yes	Elect Director Larry Zarin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) McCann, James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore, Christopher McCann and Larry Zarin are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Cannavino, Eugene DeMark, Leonard (Len) Elmore and Larry Zarin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Celia Brown and Leonard (Len) Elmore are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominees James (Jim) McCann and Christopher McCann are warranted as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	12	Yes	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
AAR Corp.	09/19/2023	Management	1	Yes	Elect Director John W. Dietrich	For	For	For	For	Votes AGAINST non-independent nominee Peter Pace are warranted for lack of a majority independent board. Votes AGAINST Peter Pace are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AAR Corp.	09/19/2023	Management	2	Yes	Elect Director Robert F. Leduc	For	For	For	For	Votes AGAINST non-independent nominee Peter Pace are warranted for lack of a majority independent board. Votes AGAINST Peter Pace are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AAR Corp.	09/19/2023	Management	3	Yes	Elect Director Duncan J. McNabb	For	For	For	For	Votes AGAINST non-independent nominee Peter Pace are warranted for lack of a majority independent board. Votes AGAINST Peter Pace are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AAR Corp.	09/19/2023	Management	4	Yes	Elect Director Peter Pace	For	For	Against	Against	Votes AGAINST non-independent nominee Peter Pace are warranted for lack of a majority independent board. Votes AGAINST Peter Pace are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AAR Corp.	09/19/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal.
AAR Corp.	09/19/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AAR Corp.	09/19/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AAR Corp.	09/19/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Accolade, Inc.	08/08/2023	Management	1	Yes	Elect Director Rajeev Singh	For	For	For	For	WITHHOLD votes for governance committee members Dawn Lepore and Patricia (Pat) Wadors are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Peter Klein is warranted.
Accolade, Inc.	08/08/2023	Management	2	Yes	Elect Director Peter Klein	For	For	For	For	WITHHOLD votes for governance committee members Dawn Lepore and Patricia (Pat) Wadors are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Peter Klein is warranted.
Accolade, Inc.	08/08/2023	Management	3	Yes	Elect Director Dawn Lepore	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Dawn Lepore and Patricia (Pat) Wadors are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Peter Klein is warranted.
Accolade, Inc.	08/08/2023	Management	4	Yes	Elect Director Patricia Wadors	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Dawn Lepore and Patricia (Pat) Wadors are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Peter Klein is warranted.
Accolade, Inc.	08/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
Accolade, Inc.	08/08/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Accuray Incorporated	11/09/2023	Management	1	Yes	Elect Director Beverly A. Huss	For	For	For	For	Votes AGAINST Governance Committee chair Mika Nishimura are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Accuray Incorporated	11/09/2023	Management	2	Yes	Elect Director Mika Nishimura	For	For	Against	Against	Votes AGAINST Governance Committee chair Mika Nishimura are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Accuray Incorporated	11/09/2023	Management	3	Yes	Elect Director Byron C. Scott	For	For	For	For	Votes AGAINST Governance Committee chair Mika Nishimura are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Accuray Incorporated	11/09/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.78 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Accuray Incorporated	11/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Accuray Incorporated	11/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Accuray Incorporated	11/09/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Actinium Pharmaceuticals, Inc.	11/30/2023	Management	1	Yes	Elect Director David Nicholson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for David Nicholson for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee members David Nicholson and Richard Steinhart for failing to establish gender diversity on the board. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for Compensation Committee chair David Nicholson due to an unmitigated pay-for-performance misalignment. The long-term incentive program lacks performance criteria and the awards granted to CEO are significantly outsized. In addition, the performance metrics for the annual bonuses are not disclosed.
Actinium Pharmaceuticals, Inc.	11/30/2023	Management	2	Yes	Elect Director Richard I. Steinhart	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for David Nicholson for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee members David Nicholson and Richard Steinhart for failing to establish gender diversity on the board. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for Compensation Committee chair David Nicholson due to an unmitigated pay-for-performance misalignment. The long-term incentive program lacks performance criteria and the awards granted to CEO are significantly outsized. In addition, the performance metrics for the annual bonuses are not disclosed.
Actinium Pharmaceuticals, Inc.	11/30/2023	Management	3	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adtalem Global Education Inc.	11/08/2023	Management	1	Yes	Elect Director Stephen W. Beard	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	2	Yes	Elect Director William W. Burke	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	3	Yes	Elect Director Mayur Gupta	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	4	Yes	Elect Director Donna J. Hrinak	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	5	Yes	Elect Director Georgette Kiser	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	6	Yes	Elect Director Liam Krehbiel	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	7	Yes	Elect Director Michael W. Malafronte	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	8	Yes	Elect Director Sharon L. O'Keefe	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	9	Yes	Elect Director Kenneth J. Phelan	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	10	Yes	Elect Director Lisa W. Wardell	For	For	For	For	A vote FOR all director nominees is warranted.
Adtalem Global Education Inc.	11/08/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adtalem Global Education Inc.	11/08/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Adtalem Global Education Inc.	11/08/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adtalem Global Education Inc.	11/08/2023	Management	14	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law P	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
AeroVironment, Inc.	09/29/2023	Management	1	Yes	Elect Director Philip S. Davidson	For	For	For	For	A vote FOR all director nominees is warranted.
AeroVironment, Inc.	09/29/2023	Management	2	Yes	Elect Director Mary Beth Long	For	For	For	For	A vote FOR all director nominees is warranted.
AeroVironment, Inc.	09/29/2023	Management	3	Yes	Elect Director Stephen F. Page	For	For	For	For	A vote FOR all director nominees is warranted.
AeroVironment, Inc.	09/29/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AeroVironment, Inc.	09/29/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AeroVironment, Inc.	09/29/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AeroVironment, Inc.	09/29/2023	Management	7	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
AeroVironment, Inc.	09/29/2023	Shareholder	8	Yes	Declassify the Board of Directors	Against	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.
Affirm Holdings, Inc.	12/04/2023	Management	1	Yes	Elect Director Max Levchin	For	For	For	For	A vote AGAINST Governance Committee members Jeremy Liew and James White is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Max Levchin, is warranted.
Affirm Holdings, Inc.	12/04/2023	Management	2	Yes	Elect Director Jeremy Liew	For	Against	Against	Against	A vote AGAINST Governance Committee members Jeremy Liew and James White is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Max Levchin, is warranted.
Affirm Holdings, Inc.	12/04/2023	Management	3	Yes	Elect Director James D. White	For	Against	Against	Against	A vote AGAINST Governance Committee members Jeremy Liew and James White is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Max Levchin, is warranted.
Affirm Holdings, Inc.	12/04/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Affirm Holdings, Inc.	12/04/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:- The company provided the CEO an inordinate amount of home/personal security benefits.- The company did not disclose metrics used in the long-term incentive program.
Agilysys, Inc.	08/21/2023	Management	1	Yes	Elect Director Donald A. Colvin	For	For	For	For	Votes AGAINST Gerald (Jerry) Jones and John Mutch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/21/2023	Management	2	Yes	Elect Director Dana Jones	For	For	For	For	Votes AGAINST Gerald (Jerry) Jones and John Mutch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/21/2023	Management	3	Yes	Elect Director Jerry Jones	For	For	Against	Against	Votes AGAINST Gerald (Jerry) Jones and John Mutch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/21/2023	Management	4	Yes	Elect Director Michael A. Kaufman	For	For	For	For	Votes AGAINST Gerald (Jerry) Jones and John Mutch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/21/2023	Management	5	Yes	Elect Director Melvin L. Keating	For	For	For	For	Votes AGAINST Gerald (Jerry) Jones and John Mutch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/21/2023	Management	6	Yes	Elect Director John Mutch	For	For	Against	Against	Votes AGAINST Gerald (Jerry) Jones and John Mutch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/21/2023	Management	7	Yes	Elect Director Ramesh Srinivasan	For	For	For	For	Votes AGAINST Gerald (Jerry) Jones and John Mutch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/21/2023	Management	8	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law P	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Agilysys, Inc.	08/21/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Agilysys, Inc.	08/21/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Agilysys, Inc.	08/21/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Akoustis Technologies, Inc.	11/02/2023	Management	1	Yes	Elect Director Steven P. DenBaars	For	For	For	For	A vote FOR the director nominees is warranted.
Akoustis Technologies, Inc.	11/02/2023	Management	2	Yes	Elect Director Arthur E. Geiss	For	For	For	For	A vote FOR the director nominees is warranted.
Akoustis Technologies, Inc.	11/02/2023	Management	3	Yes	Elect Director J. Michael McGuire	For	For	For	For	A vote FOR the director nominees is warranted.
Akoustis Technologies, Inc.	11/02/2023	Management	4	Yes	Elect Director Jeffrey K. McMahon	For	For	For	For	A vote FOR the director nominees is warranted.
Akoustis Technologies, Inc.	11/02/2023	Management	5	Yes	Elect Director Jerry D. Neal	For	For	For	For	A vote FOR the director nominees is warranted.
Akoustis Technologies, Inc.	11/02/2023	Management	6	Yes	Elect Director Michelle L. Petock	For	For	For	For	A vote FOR the director nominees is warranted.
Akoustis Technologies, Inc.	11/02/2023	Management	7	Yes	Elect Director Suzanne B. Rudy	For	For	For	For	A vote FOR the director nominees is warranted.
Akoustis Technologies, Inc.	11/02/2023	Management	8	Yes	Elect Director Jeffrey B. Shealy	For	For	For	For	A vote FOR the director nominees is warranted.
Akoustis Technologies, Inc.	11/02/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the identified pay-for-performance misalignment has not been mitigated at this time. The performance goals and the actual results under the STI are not disclosed. In addition, the equity awards are not sufficiently performance-based.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposals	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Akoustis Technologies, Inc.	11/02/2023	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in authorized common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Akoustis Technologies, Inc.	11/02/2023	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Akoustis Technologies, Inc.	11/02/2023	Management	12	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allied Motion Technologies, Inc.	08/11/2023	Management	1	Yes	Change Company Name to Allient Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	1	Yes	Elect Director Mike F. Chang	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	2	Yes	Elect Director Lucas S. Chang	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	3	Yes	Elect Director Stephen C. Chang	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	4	Yes	Elect Director Claudia Chen	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	5	Yes	Elect Director So-Yeon Jeong	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	6	Yes	Elect Director Hanying (Helen) Li	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	7	Yes	Elect Director King Owyang	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	8	Yes	Elect Director Michael L. Pfeiffer	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	9	Yes	Elect Director Michael J. Salameh	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.20 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase is reasonable; * The number of shares reserved is reasonable; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Alpha and Omega Semiconductor Limited	11/10/2023	Management	14	Yes	Approve Baker Tilly US, LLP as Auditors and Authorize Board to F	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Altimune, Inc.	09/28/2023	Management	1	Yes	Elect Director Mitchel Sayare	For	For	For	For	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	2	Yes	Elect Director Vipin K. Garg	For	For	For	For	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	3	Yes	Elect Director David J. Drutz	For	For	For	For	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	4	Yes	Elect Director John M. Gill	For	For	Withhold	Withhold	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	5	Yes	Elect Director Philip L. Hodges	For	For	For	For	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	6	Yes	Elect Director Diane Jorkasky	For	For	For	For	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	7	Yes	Elect Director Wayne Pisano	For	For	For	For	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	8	Yes	Elect Director Klaus O. Schafer	For	For	For	For	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	9	Yes	Elect Director Catherine Sohn	For	For	For	For	WITHHOLD votes for John Gill are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Altimune, Inc.	09/28/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Altimune, Inc.	09/28/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Altimune, Inc.	09/28/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Altimune, Inc.	09/28/2023	Management	13	Yes	Adjourn Meeting	For	For	Against	Against	A vote AGAINST this proposal is warranted as shareholder support is not warranted for Items 1.4.
A-Mark Precious Metals, Inc.	11/15/2023	Management	1	Yes	Elect Director Jeffrey D. Benjamin	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	2	Yes	Elect Director Ellis Landau	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	3	Yes	Elect Director Beverley Lepine	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	4	Yes	Elect Director Carol Meltzer	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	5	Yes	Elect Director John ("Jay") U. Moorhead	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	6	Yes	Elect Director Jess M. Ravich	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	7	Yes	Elect Director Gregory N. Roberts	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	8	Yes	Elect Director Monique Sanchez	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	9	Yes	Elect Director Kendall Saville	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	10	Yes	Elect Director Michael R. Wittmeyer	For	For	For	For	A vote FOR the director nominees is warranted.
A-Mark Precious Metals, Inc.	11/15/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
A-Mark Precious Metals, Inc.	11/15/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amedisys, Inc.	09/08/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In consideration of the sales process, premium to AMED's unaffected share price, and certainty of value of the cash form of consideration, a vote warranted FOR the acquisition.
Amedisys, Inc.	09/08/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, outstanding equity awards, including recent retention awards to the CEO and another NEO, will be converted to awards of the acquiring company and remain subject to double-trigger vesting acceleration.
Amedisys, Inc.	09/08/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.

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American Equity Investment Life Hold	11/10/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders are receiving a premium to both the unaffected and the all-time high share price, the merger consideration contains a collar provision which provides a floor in the value of the merger consideration at closing, the public nature of the sales process due to the prior disclosed offer from Prosperity and Elliott indicates that the proposed offer may be the best available, there is a potential downside risk of non-approval, and the mixed form of consideration provides liquidity and certainty of value while allowing shareholders to participate in the upside potential of BAM. As such, support FOR the proposed transaction is warranted.
American Equity Investment Life Hold	11/10/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based. However, the company recently materially enhanced the severance entitlements for one NEO and equity awards will automatically accelerate upon closing.
American Equity Investment Life Hold	11/10/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
American National Bankshares Inc.	11/14/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the positive market reaction, the implied premium, and the downside risk of non-approval.
American National Bankshares Inc.	11/14/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are concerns regarding excessive severance basis calculations and, for certain NEOs, sizable single-trigger payments. Further, outstanding equity awards will automatically accelerate in connection with the merger.
American National Bankshares Inc.	11/14/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
American Outdoor Brands, Inc.	09/27/2023	Management	1	Yes	Elect Director Bradley T. Favreau	For	For	For	For	A vote FOR all director nominees is warranted.
American Outdoor Brands, Inc.	09/27/2023	Management	2	Yes	Elect Director Gregory J. Gluchowski, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
American Outdoor Brands, Inc.	09/27/2023	Management	3	Yes	Elect Director Luis G. Marconi	For	For	For	For	A vote FOR all director nominees is warranted.
American Outdoor Brands, Inc.	09/27/2023	Management	4	Yes	Elect Director Barry M. Monheit	For	For	For	For	A vote FOR all director nominees is warranted.
American Outdoor Brands, Inc.	09/27/2023	Management	5	Yes	Elect Director I. Marie Wadecki	For	For	For	For	A vote FOR all director nominees is warranted.
American Outdoor Brands, Inc.	09/27/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
American Outdoor Brands, Inc.	09/27/2023	Shareholder	7	Yes	Adopt Simple Majority Vote	For	For	For	For	A vote FOR this proposal is warranted as the elimination of the supermajority voting requirements would enhance shareholder rights.
American Software, Inc.	08/22/2023	Management	1	Yes	Elect Director H. Allan Dow	For	For	Against	Against	Votes AGAINST non-independent nominees H. Allan Dow, W. Dennis Hogue and Thomas Newberry V are warranted for lack of a majority independent board. Votes AGAINST W. Dennis Hogue and Thomas Newberry V are also warranted for serving as non-independent members of certain key board committees. Votes AGAINST Governance Committee member W. Dennis Hogue are further warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
American Software, Inc.	08/22/2023	Management	2	Yes	Elect Director W. Dennis Hogue	For	Against	Against	Against	Votes AGAINST non-independent nominees H. Allan Dow, W. Dennis Hogue and Thomas Newberry V are warranted for lack of a majority independent board. Votes AGAINST W. Dennis Hogue and Thomas Newberry V are also warranted for serving as non-independent members of certain key board committees. Votes AGAINST Governance Committee member W. Dennis Hogue are further warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
American Software, Inc.	08/22/2023	Management	3	Yes	Elect Director Thomas L. Newberry, V	For	For	Against	Against	Votes AGAINST non-independent nominees H. Allan Dow, W. Dennis Hogue and Thomas Newberry V are warranted for lack of a majority independent board. Votes AGAINST W. Dennis Hogue and Thomas Newberry V are also warranted for serving as non-independent members of certain key board committees. Votes AGAINST Governance Committee member W. Dennis Hogue are further warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
American Software, Inc.	08/22/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Software, Inc.	08/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
American Software, Inc.	08/22/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Superconductor Corporation	08/11/2023	Management	1	Yes	Elect Director Laura A. Dambier	For	For	For	For	WITHHOLD votes for David Oliver Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Superconductor Corporation	08/11/2023	Management	2	Yes	Elect Director Arthur H. House	For	For	For	For	WITHHOLD votes for David Oliver Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Superconductor Corporation	08/11/2023	Management	3	Yes	Elect Director Margaret D. Klein	For	For	For	For	WITHHOLD votes for David Oliver Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Superconductor Corporation	08/11/2023	Management	4	Yes	Elect Director Barbara G. Littlefield	For	For	For	For	WITHHOLD votes for David Oliver Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Superconductor Corporation	08/11/2023	Management	5	Yes	Elect Director Daniel P. McGahn	For	For	For	For	WITHHOLD votes for David Oliver Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Superconductor Corporation	08/11/2023	Management	6	Yes	Elect Director David R. Oliver, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for David Oliver Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Superconductor Corporation	08/11/2023	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Superconductor Corporation	08/11/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's peer group contains firms that are significantly larger in size in terms of revenue; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
American Superconductor Corporation	08/11/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Woodmark Corporation	08/24/2023	Management	1	Yes	Elect Director Latasha M. Akoma	For	For	For	For	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Woodmark Corporation	08/24/2023	Management	2	Yes	Elect Director Andrew B. Cogan	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	08/24/2023	Management	3	Yes	Elect Director M. Scott Culbreth	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	08/24/2023	Management	4	Yes	Elect Director James G. Davis, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	08/24/2023	Management	5	Yes	Elect Director Daniel T. Hendrix	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	08/24/2023	Management	6	Yes	Elect Director David A. Rodriguez	For	For	For	For	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	08/24/2023	Management	7	Yes	Elect Director Vance W. Tang	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	08/24/2023	Management	8	Yes	Elect Director Emily C. Videtto	For	For	For	For	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr. and Daniel (Dan) Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	08/24/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
American Woodmark Corporation	08/24/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
American Woodmark Corporation	08/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
American Woodmark Corporation	08/24/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
America's Car-Mart, Inc.	08/29/2023	Management	1	Yes	Elect Director Ann G. Bordelon	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	08/29/2023	Management	2	Yes	Elect Director Julia K. Davis	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	08/29/2023	Management	3	Yes	Elect Director Daniel J. Englander	For	For	Against	Against	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	08/29/2023	Management	4	Yes	Elect Director William H. Henderson	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	08/29/2023	Management	5	Yes	Elect Director Dawn C. Morris	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	08/29/2023	Management	6	Yes	Elect Director Joshua G. Welch	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	08/29/2023	Management	7	Yes	Elect Director Jeffrey A. Williams	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	08/29/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
America's Car-Mart, Inc.	08/29/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
America's Car-Mart, Inc.	08/29/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AngioDynamics, Inc.	11/14/2023	Management	1	Yes	Elect Director Eileen O. Auen	For	For	For	For	Votes FOR all director nominees are warranted.
AngioDynamics, Inc.	11/14/2023	Management	2	Yes	Elect Director James C. Clemmer	For	For	For	For	Votes FOR all director nominees are warranted.
AngioDynamics, Inc.	11/14/2023	Management	3	Yes	Elect Director Howard W. Donnelly	For	For	For	For	Votes FOR all director nominees are warranted.
AngioDynamics, Inc.	11/14/2023	Management	4	Yes	Elect Director Jan Stern Reed	For	For	For	For	Votes FOR all director nominees are warranted.
AngioDynamics, Inc.	11/14/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AngioDynamics, Inc.	11/14/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
AngioDynamics, Inc.	11/14/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AngioDynamics, Inc.	11/14/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Anterix Inc.	08/08/2023	Management	1	Yes	Elect Director Morgan E. O'Brien	For	For	For	For	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	2	Yes	Elect Director Robert H. Schwartz	For	For	For	For	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	3	Yes	Elect Director Jeffrey A. Altman	For	For	For	For	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	4	Yes	Elect Director Leslie B. Daniels	For	For	For	For	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	5	Yes	Elect Director Gregory A. Haller	For	For	For	For	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	6	Yes	Elect Director Singleton B. McAllister	For	Against	Against	Against	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	7	Yes	Elect Director Gregory A. Pratt	For	For	For	For	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	8	Yes	Elect Director Paul Saleh	For	For	For	For	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	9	Yes	Elect Director Mahvash Yazdi	For	For	For	For	Votes AGAINST Governance Committee chair Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution, as the identified pay-for-performance misalignment has been somewhat mitigated. Although most of the equity awards lack objective performance criteria, annual cash incentives were primarily based on pre-set objective measures and were paid out below target in line with company performance.
Anterix Inc.	08/08/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Anterix Inc.	08/08/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Applied Industrial Technologies, Inc.	10/24/2023	Management	1	Yes	Elect Director Robert J. Pagano, Jr.	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Applied Industrial Technologies, Inc.	10/24/2023	Management	2	Yes	Elect Director Neil A. Schrimsher	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Applied Industrial Technologies, Inc.	10/24/2023	Management	3	Yes	Elect Director Peter C. Wallace	For	For	Withhold	Withhold	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Applied Industrial Technologies, Inc.	10/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Applied Industrial Technologies, Inc.	10/24/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Applied Industrial Technologies, Inc.	10/24/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Applied Industrial Technologies, Inc.	10/24/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arconic Corporation	07/25/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the premium to the recent trading range, the apparent risk of non-approval given share outperformance since the unaffected date, and the cash form of consideration, which offers immediate liquidity and certainty of value to ARNC shareholders, support FOR the proposed transaction is warranted.
Arconic Corporation	07/25/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	On balance, a vote FOR the proposal is warranted. Certain concerns are noted with respect to auto-accelerated equity vesting and the inclusion of company contributions to supplemental plans within severance calculations. However, the contributions portion of the calculation represents a small fraction of total golden parachute payments, and cash severance entitlements are double trigger. In addition, no excise tax gross-ups are payable.
Arconic Corporation	07/25/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given support is warranted for the underlying transaction.
Arrow Financial Corporation	10/25/2023	Management	1	Yes	Elect Director Mark L. Behan	For	For	For	For	WITHHOLD votes for non-independent nominees William Owens and David (Dave) DeMarco are warranted for lack of a majority independent board. WITHHOLD votes for William Owens are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Financial Corporation	10/25/2023	Management	2	Yes	Elect Director Gregory J. Champion	For	For	For	For	WITHHOLD votes for non-independent nominees William Owens and David (Dave) DeMarco are warranted for lack of a majority independent board. WITHHOLD votes for William Owens are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arrow Financial Corporation	10/25/2023	Management	3	Yes	Elect Director Elizabeth A. Miller	For	For	For	For	WITHHOLD votes for non-independent nominees William Owens and David (Dave) DeMarco are warranted for lack of a majority independent board. WITHHOLD votes for William Owens are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Financial Corporation	10/25/2023	Management	4	Yes	Elect Director William L. Owens	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Owens and David (Dave) DeMarco are warranted for lack of a majority independent board. WITHHOLD votes for William Owens are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Financial Corporation	10/25/2023	Management	5	Yes	Elect Director David S. DeMarco	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Owens and David (Dave) DeMarco are warranted for lack of a majority independent board. WITHHOLD votes for William Owens are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arrow Financial Corporation	10/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arrow Financial Corporation	10/25/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Arrow Financial Corporation	10/25/2023	Management	8	Yes	Approve Outside Director Stock Awards in Lieu of Cash	For	For	For	For	A vote FOR this proposal is warranted. The voting power dilution from this plan is reasonable. By paying directors a greater portion of their compensation in stock rather than cash, their interests may be more closely aligned with those of shareholders.
Arrow Financial Corporation	10/25/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atlantic American Corporation	08/08/2023	Management	1	Yes	Elect Director Hilton H. Howell, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell, and Scott Thompson are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	08/08/2023	Management	2	Yes	Elect Director Robin R. Howell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell, and Scott Thompson are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	08/08/2023	Management	3	Yes	Elect Director Mark E. Preisinger	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell, and Scott Thompson are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	08/08/2023	Management	4	Yes	Elect Director Joseph M. Scheerer	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell, and Scott Thompson are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	08/08/2023	Management	5	Yes	Elect Director Scott G. Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell, and Scott Thompson are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	08/08/2023	Management	6	Yes	Elect Director D. Keehn Wheeler	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Robin Howell, and Scott Thompson are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	08/08/2023	Management	7	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Aviat Networks, Inc.	11/08/2023	Management	1	Yes	Elect Director John Mutch	For	For	For	For	A vote FOR all director nominees is warranted.
Aviat Networks, Inc.	11/08/2023	Management	2	Yes	Elect Director Laxmi Akkaraju	For	For	For	For	A vote FOR all director nominees is warranted.
Aviat Networks, Inc.	11/08/2023	Management	3	Yes	Elect Director Bryan Ingram	For	For	For	For	A vote FOR all director nominees is warranted.
Aviat Networks, Inc.	11/08/2023	Management	4	Yes	Elect Director Michele Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Aviat Networks, Inc.	11/08/2023	Management	5	Yes	Elect Director Peter A. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Aviat Networks, Inc.	11/08/2023	Management	6	Yes	Elect Director Bruce Taten	For	For	For	For	A vote FOR all director nominees is warranted.
Aviat Networks, Inc.	11/08/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Aviat Networks, Inc.	11/08/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Aviat Networks, Inc.	11/08/2023	Management	9	Yes	Amend Tax Benefits Preservation Plan	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable and the value of the NOLs to be protected is material.
Aviat Networks, Inc.	11/08/2023	Management	10	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law P	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Aviat Networks, Inc.	11/08/2023	Management	11	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments would not materially diminish shareholder rights.
Avid Bioservices, Inc.	10/23/2023	Management	1	Yes	Elect Director Esther M. Alegria	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	10/23/2023	Management	2	Yes	Elect Director Joseph Carleone	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	10/23/2023	Management	3	Yes	Elect Director Nicholas S. Green	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	10/23/2023	Management	4	Yes	Elect Director Richard B. Hancock	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	10/23/2023	Management	5	Yes	Elect Director Catherine J. Mackey	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	10/23/2023	Management	6	Yes	Elect Director Gregory P. Sargen	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	10/23/2023	Management	7	Yes	Elect Director Jeanne A. Thoma	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	10/23/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avid Bioservices, Inc.	10/23/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Avid Bioservices, Inc.	10/23/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Avid Technology, Inc.	11/02/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the apparent downside risk in the event of non-approval, the liquidity and certainty of value inherent in the cash consideration, a valuation in line with historical multiples, and the reasonable process, support FOR the transaction is warranted.
Avid Technology, Inc.	11/02/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, outstanding equity awards will be converted to cash awards of the acquiring company and will only accelerate upon a qualifying termination.

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Avid Technology, Inc.	11/02/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Avnet, Inc.	11/16/2023	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	2	Yes	Elect Director Carlo Bozotti	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	3	Yes	Elect Director Brenda L. Freeman	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	4	Yes	Elect Director Philip R. Gallagher	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	5	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	6	Yes	Elect Director Oleg Khaykin	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	7	Yes	Elect Director James A. Lawrence	For	For	Against	Against	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	8	Yes	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	9	Yes	Elect Director Avid Modjtabei	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	10	Yes	Elect Director Adalio T. Sanchez	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Avnet, Inc.	11/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Avnet, Inc.	11/16/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axogen, Inc.	08/15/2023	Management	1	Yes	Elect Director Karen Zaderej	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	2	Yes	Elect Director Gregory Freitag	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	3	Yes	Elect Director William Burke	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	4	Yes	Elect Director John H. Johnson	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	5	Yes	Elect Director Alan M. Levine	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	6	Yes	Elect Director Guido Neels	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	7	Yes	Elect Director Paul Thomas	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	8	Yes	Elect Director Amy Wendell	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	9	Yes	Elect Director Joseph Tyndall	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Axogen, Inc.	08/15/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Axogen, Inc.	08/15/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Axogen, Inc.	08/15/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.77 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Axogen, Inc.	08/15/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 432 of the Internal Revenue Code.
Axogen, Inc.	08/15/2023	Management	14	Yes	Establish Range For Board Size	For	For	For	For	A vote FOR this proposal is warranted as the proposed change does not appear motivated by a desire to entrench management.
Axos Financial, Inc.	11/09/2023	Management	1	Yes	Elect Director Tamara N. Bohlig	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nicholas Mosich and Edward Ratinoff are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of compensation committee members on ballot, WITHHOLD votes for director nominees Tamara Bohlig, Nicholas Mosich, and Edward Ratinoff are warranted due to: * Consecutive years of high director pay to the board chair, without reasonable rationale disclosed; and * The compensation committee's limited responsiveness following last year's failed say-on-pay proposal.
Axos Financial, Inc.	11/09/2023	Management	2	Yes	Elect Director Nicholas A. Mosich	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nicholas Mosich and Edward Ratinoff are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of compensation committee members on ballot, WITHHOLD votes for director nominees Tamara Bohlig, Nicholas Mosich, and Edward Ratinoff are warranted due to: * Consecutive years of high director pay to the board chair, without reasonable rationale disclosed; and * The compensation committee's limited responsiveness following last year's failed say-on-pay proposal.
Axos Financial, Inc.	11/09/2023	Management	3	Yes	Elect Director Edward J. Ratinoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nicholas Mosich and Edward Ratinoff are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of compensation committee members on ballot, WITHHOLD votes for director nominees Tamara Bohlig, Nicholas Mosich, and Edward Ratinoff are warranted due to: * Consecutive years of high director pay to the board chair, without reasonable rationale disclosed; and * The compensation committee's limited responsiveness following last year's failed say-on-pay proposal.
Axos Financial, Inc.	11/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated only limited responsiveness to last year's failed say-on-pay vote. While the company engaged with shareholders and shareholders' specific feedback are disclosed, the company did not disclose any changes to the pay program to address concerns.
Axos Financial, Inc.	11/09/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Axos Financial, Inc.	11/09/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan allows for company loans to officers for the exercise of stock options.
Axos Financial, Inc.	11/09/2023	Management	7	Yes	Ratify BDO USA, P.A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AZZ Inc.	07/11/2023	Management	1	Yes	Elect Director Daniel E. Berce	For	For	Against	Against	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	2	Yes	Elect Director Paul Eisman	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	3	Yes	Elect Director Daniel R. Feehan	For	For	Against	Against	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	4	Yes	Elect Director Thomas E. Ferguson	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	5	Yes	Elect Director Clive A. Grannum	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	6	Yes	Elect Director Carol R. Jackson	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	7	Yes	Elect Director David M. Kaden	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	8	Yes	Elect Director Venita McCellon-Allen	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	9	Yes	Elect Director Ed McGough	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	10	Yes	Elect Director Steven R. Purvis	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AZZ Inc.	07/11/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AZZ Inc.	07/11/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
AZZ Inc.	07/11/2023	Management	13	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Banc of California, Inc.	11/22/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Notwithstanding the recent trading volatility, the strategic rationale appears compelling as the combined company will have greater scale and a strong balance sheet, bolstered through planned asset sales and the equity offering, and the transaction is expected to be accretive to BANC's 2024E EPS and TBVPS. As such, support FOR the proposed transaction is warranted.
Banc of California, Inc.	11/22/2023	Management	2	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the proposal is contingent upon the approval of Item 1.
Banc of California, Inc.	11/22/2023	Management	3	Yes	Amend Charter	For	For	For	For	A vote FOR this proposal is warranted because removing the voting cap on Warburg is aligned with a one-share, one-vote principle.
Banc of California, Inc.	11/22/2023	Management	4	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given that support is warranted for the underlying transaction.
Barnes & Noble Education, Inc.	10/05/2023	Management	1	Yes	Elect Director Mario R. Dell'Aera, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	2	Yes	Elect Director Kathryn ("Kate") Eberle Walker	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	3	Yes	Elect Director David G. Golden	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	4	Yes	Elect Director Michael P. Huseby	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	5	Yes	Elect Director Steven G. Panagos	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	6	Yes	Elect Director John R. Ryan	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	7	Yes	Elect Director Rory D. Wallace	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	8	Yes	Elect Director Raphael T. Wallander	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	9	Yes	Elect Director Denise Warren	For	For	For	For	A vote FOR all director nominees is warranted.
Barnes & Noble Education, Inc.	10/05/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.42 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Barnes & Noble Education, Inc.	10/05/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay support. In addition, pay and performance are reasonably aligned at this time.
Barnes & Noble Education, Inc.	10/05/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BGC Group, Inc.	11/14/2023	Management	1	Yes	Elect Director Howard W. Lutnick	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Governance Committee members Linda Bell, Arthur Mbanefo, and David Richards are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR William Addas is warranted.
BGC Group, Inc.	11/14/2023	Management	2	Yes	Elect Director David P. Richards	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Governance Committee members Linda Bell, Arthur Mbanefo, and David Richards are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR William Addas is warranted.
BGC Group, Inc.	11/14/2023	Management	3	Yes	Elect Director Arthur U. Mbanefo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Governance Committee members Linda Bell, Arthur Mbanefo, and David Richards are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR William Addas is warranted.

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BGC Group, Inc.	11/14/2023	Management	4	Yes	Elect Director Linda A. Bell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Governance Committee members Linda Bell, Arthur Mbanefo, and David Richards are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR William Addas is warranted.
BGC Group, Inc.	11/14/2023	Management	5	Yes	Elect Director William Addas	For	For	For	For	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Governance Committee members Linda Bell, Arthur Mbanefo, and David Richards are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR William Addas is warranted.
BGC Group, Inc.	11/14/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
BGC Group, Inc.	11/14/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's base salary and annual incentive award are outsized, particularly considering the CEO devotes only part of his working time to company matters. In addition, there is limited disclosure of the goals and actual results for the STI plan, which is heavily reliant on committee discretion. Further, the equity program is complex and unclear, which makes it difficult to assess the rigor of the program. Lastly, concerns are identified given the company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions, equity awards that allow for auto-accelerated vesting upon a change-in-control event, the company's lack of risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives, and the company-selected peer group that contains several firms that are significantly larger than the company on a revenue basis.
BGSF, Inc.	08/09/2023	Management	1	Yes	Elect Director C. David Allen, Jr.	For	For	For	For	WITHHOLD votes are warranted for governance committee member Douglas Hailey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR director nominee C. David Allen Jr. are warranted.
BGSF, Inc.	08/09/2023	Management	2	Yes	Elect Director Douglas E. Hailey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Douglas Hailey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR director nominee C. David Allen Jr. are warranted.
BGSF, Inc.	08/09/2023	Management	3	Yes	Ratify Whitley Penn LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BGSF, Inc.	08/09/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the following key factors: * The plan permits repricing and exchange of grants without prior shareholder approval; * The plan permits cash buyout of awards without prior shareholder approval; * The plan provides for the transferability of stock options without shareholder approval; * The plan has liberal change-in-control vesting risk; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
BGSF, Inc.	08/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bioceres Crop Solutions Corp.	10/27/2023	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	In the absence of any specific concerns regarding the company's financial statements, a vote FOR this resolution is warranted.
Bioceres Crop Solutions Corp.	10/27/2023	Management	2	Yes	Elect Director Federico Trucco	For	For	For	For	WITHHOLD votes for Enrique Lopez Lecube and Gloria Montaron Estrada are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Audit Committee members Ari Freisinger, Yogesh Mago, and Natalia Zang are warranted for the company's failure to disclose a breakdown of the fees paid to the company's auditor. A vote FOR the remaining director nominees is warranted.
Bioceres Crop Solutions Corp.	10/27/2023	Management	3	Yes	Elect Director Gloria Montaron Estrada	For	Withhold	Withhold	Withhold	WITHHOLD votes for Enrique Lopez Lecube and Gloria Montaron Estrada are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Audit Committee members Ari Freisinger, Yogesh Mago, and Natalia Zang are warranted for the company's failure to disclose a breakdown of the fees paid to the company's auditor. A vote FOR the remaining director nominees is warranted.
Bioceres Crop Solutions Corp.	10/27/2023	Management	4	Yes	Elect Director Enrique Lopez Lecube	For	Withhold	Withhold	Withhold	WITHHOLD votes for Enrique Lopez Lecube and Gloria Montaron Estrada are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Audit Committee members Ari Freisinger, Yogesh Mago, and Natalia Zang are warranted for the company's failure to disclose a breakdown of the fees paid to the company's auditor. A vote FOR the remaining director nominees is warranted.
Bioceres Crop Solutions Corp.	10/27/2023	Management	5	Yes	Elect Director Natalia Zang	For	Withhold	Withhold	Withhold	WITHHOLD votes for Enrique Lopez Lecube and Gloria Montaron Estrada are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Audit Committee members Ari Freisinger, Yogesh Mago, and Natalia Zang are warranted for the company's failure to disclose a breakdown of the fees paid to the company's auditor. A vote FOR the remaining director nominees is warranted.
Bioceres Crop Solutions Corp.	10/27/2023	Management	6	Yes	Elect Director Ari Freisinger	For	Withhold	Withhold	Withhold	WITHHOLD votes for Enrique Lopez Lecube and Gloria Montaron Estrada are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Audit Committee members Ari Freisinger, Yogesh Mago, and Natalia Zang are warranted for the company's failure to disclose a breakdown of the fees paid to the company's auditor. A vote FOR the remaining director nominees is warranted.
Bioceres Crop Solutions Corp.	10/27/2023	Management	7	Yes	Elect Director Keith McGovern	For	For	For	For	WITHHOLD votes for Enrique Lopez Lecube and Gloria Montaron Estrada are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Audit Committee members Ari Freisinger, Yogesh Mago, and Natalia Zang are warranted for the company's failure to disclose a breakdown of the fees paid to the company's auditor. A vote FOR the remaining director nominees is warranted.

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Bioceres Crop Solutions Corp.	10/27/2023	Management	8	Yes	Elect Director Yogesh Mago	For	Withhold	Withhold	Withhold	WITHHOLD votes for Enrique Lopez Lecube and Gloria Montaron Estrada are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Audit Committee members Ari Freisinger, Yogesh Mago, and Natalia Zang are warranted for the company's failure to disclose a breakdown of the fees paid to the company's auditor. A vote FOR the remaining director nominees is warranted.
Bioceres Crop Solutions Corp.	10/27/2023	Management	9	Yes	Ratify Price Waterhouse & Co. S.R.L. as Auditors	For	Against	Against	Against	A vote AGAINST the ratification of the company's audit firm is warranted given that the audit fees are not disclosed. As such, it cannot be determined if the non-audit fees are excessive.
BioLife Solutions, Inc.	07/21/2023	Management	1	Yes	Elect Director Michael Rice	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Rachel Ellingson and Joseph (Joe) Schick for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
BioLife Solutions, Inc.	07/21/2023	Management	2	Yes	Elect Director Joydeep Goswami	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Rachel Ellingson and Joseph (Joe) Schick for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
BioLife Solutions, Inc.	07/21/2023	Management	3	Yes	Elect Director Joseph C. Schick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee members Rachel Ellingson and Joseph (Joe) Schick for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
BioLife Solutions, Inc.	07/21/2023	Management	4	Yes	Elect Director Amy DuRoss	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Rachel Ellingson and Joseph (Joe) Schick for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
BioLife Solutions, Inc.	07/21/2023	Management	5	Yes	Elect Director Rachel Ellingson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit Committee members Rachel Ellingson and Joseph (Joe) Schick for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
BioLife Solutions, Inc.	07/21/2023	Management	6	Yes	Elect Director Timothy L. Moore	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Rachel Ellingson and Joseph (Joe) Schick for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
BioLife Solutions, Inc.	07/21/2023	Management	7	Yes	Elect Director Roderick de Greef	For	For	For	For	WITHHOLD votes are warranted for Audit Committee members Rachel Ellingson and Joseph (Joe) Schick for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
BioLife Solutions, Inc.	07/21/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
BioLife Solutions, Inc.	07/21/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BioLife Solutions, Inc.	07/21/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Brinker International, Inc.	11/16/2023	Management	1	Yes	Elect Director Joseph M. DePinto	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	2	Yes	Elect Director Frances L. Allen	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	3	Yes	Elect Director Cynthia L. Davis	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	4	Yes	Elect Director Harriet Edelman	For	For	Against	Against	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	5	Yes	Elect Director William T. Giles	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	6	Yes	Elect Director Kevin D. Hochman	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	7	Yes	Elect Director Ramona T. Hood	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	8	Yes	Elect Director James C. Katzman	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	9	Yes	Elect Director Prashant N. Ranade	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/16/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brinker International, Inc.	11/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Brinker International, Inc.	11/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Business First Bancshares, Inc.	07/27/2023	Management	1	Yes	Elect Director Drew C. Brees	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Greer Jr., David (Jude) Melville III, Drew Brees, Mark Folse, Rolfe McCollister Jr., Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Greer Jr., Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	07/27/2023	Management	2	Yes	Elect Director James J. Buquet, III	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Greer Jr., David (Jude) Melville III, Drew Brees, Mark Folse, Rolfe McCollister Jr., Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Greer Jr., Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	07/27/2023	Management	3	Yes	Elect Director Carol M. Calkins	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Greer Jr., David (Jude) Melville III, Drew Brees, Mark Folse, Rolfe McCollister Jr., Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Greer Jr., Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Business First Bancshares, Inc.	07/27/2023	Management	15	Yes	Elect Director Kenneth Wm. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Greer Jr., David (Jude) Melville III, Drew Brees, Mark Folse, Rolfe McCollister Jr., Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Greer Jr., Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	07/27/2023	Management	16	Yes	Elect Director Keith A. Tillage	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Greer Jr., David (Jude) Melville III, Drew Brees, Mark Folse, Rolfe McCollister Jr., Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Greer Jr., Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	07/27/2023	Management	17	Yes	Elect Director Steven G. White	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Greer Jr., David (Jude) Melville III, Drew Brees, Mark Folse, Rolfe McCollister Jr., Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price, Kenneth Smith and Steven (Steve) White are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Greer Jr., Rolfe McCollister Jr., Patrick Mockler, David Montgomery Jr., Kenneth Smith and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Business First Bancshares, Inc.	07/27/2023	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The STI program is predominantly based on quantified, pre-set goals; however, all quantified metric targets were set at a less challenging level compared to the prior year's actual results without a corresponding reduction in pay opportunity, and the CEO's STI opportunities increased for FY22. Goal rigor concerns are heightened given that all metrics were achieved at maximum. Further, proxy disclosure surrounding the individual/team component of the program is poor. Additionally, the proxy does not clearly disclose how disclosed LTI goals translate to award determinations, and the disclosed goals utilize an annual measurement period.
Business First Bancshares, Inc.	07/27/2023	Management	19	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CACI International Inc	10/19/2023	Management	1	Yes	Elect Director Michael A. Daniels	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	2	Yes	Elect Director Lisa S. Disbrow	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	3	Yes	Elect Director Susan M. Gordon	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	4	Yes	Elect Director William L. Jews	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	5	Yes	Elect Director Gregory G. Johnson	For	For	Against	Against	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	6	Yes	Elect Director Ryan D. McCarthy	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	7	Yes	Elect Director John S. Mengucci	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	8	Yes	Elect Director Philip O. Nolan	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	9	Yes	Elect Director Debora A. Plunkett	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	10	Yes	Elect Director Stanton D. Sloane	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	11	Yes	Elect Director William S. Wallace	For	For	Against	Against	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CACI International Inc	10/19/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CACI International Inc	10/19/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
CalAmp Corp.	07/26/2023	Management	1	Yes	Elect Director Scott Arnold	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Wesley (Wes) Cummins are also warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.

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CalAmp Corp.	07/26/2023	Management	2	Yes	Elect Director Jason Cohenour	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Wesley (Wes) Cummins are also warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CalAmp Corp.	07/26/2023	Management	3	Yes	Elect Director Wesley Cummins	For	Against	Against	Against	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Wesley (Wes) Cummins are also warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CalAmp Corp.	07/26/2023	Management	4	Yes	Elect Director Jeffery Gardner	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Wesley (Wes) Cummins are also warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CalAmp Corp.	07/26/2023	Management	5	Yes	Elect Director Henry J. Maier	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Wesley (Wes) Cummins are also warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CalAmp Corp.	07/26/2023	Management	6	Yes	Elect Director Roxanne Oulman	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Wesley (Wes) Cummins are also warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CalAmp Corp.	07/26/2023	Management	7	Yes	Elect Director Jorge Titinger	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Wesley (Wes) Cummins are also warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CalAmp Corp.	07/26/2023	Management	8	Yes	Elect Director Kirsten Wolberg	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Wesley (Wes) Cummins are also warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
CalAmp Corp.	07/26/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CalAmp Corp.	07/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
CalAmp Corp.	07/26/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CalAmp Corp.	07/26/2023	Management	12	Yes	Increase Authorized Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the proposed increase in authorized common stock is excessive and there is no specific and severe risk of non-approval.
Cal-Maine Foods, Inc.	10/06/2023	Management	1	Yes	Elect Director Adolphus B. Baker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of certain key board committees. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole, Steve Sanders, and Camille Young are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adolphus Baker are further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Cal-Maine Foods, Inc.	10/06/2023	Management	2	Yes	Elect Director Max P. Bowman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of certain key board committees. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole, Steve Sanders, and Camille Young are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adolphus Baker are further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Cal-Maine Foods, Inc.	10/06/2023	Management	3	Yes	Elect Director Letitia C. Hughes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of certain key board committees. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole, Steve Sanders, and Camille Young are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adolphus Baker are further warranted as his ownership of the supervoting shares provide him with voting power control of the company.

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Cal-Maine Foods, Inc.	10/06/2023	Management	4	Yes	Elect Director Sherman L. Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of certain key board committees. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole, Steve Sanders, and Camille Young are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adolphus Baker are further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Cal-Maine Foods, Inc.	10/06/2023	Management	5	Yes	Elect Director James E. Poole	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of certain key board committees. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole, Steve Sanders, and Camille Young are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adolphus Baker are further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Cal-Maine Foods, Inc.	10/06/2023	Management	6	Yes	Elect Director Steve W. Sanders	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of certain key board committees. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole, Steve Sanders, and Camille Young are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adolphus Baker are further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Cal-Maine Foods, Inc.	10/06/2023	Management	7	Yes	Elect Director Camille S. Young	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of certain key board committees. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Adolphus Baker, Sherman Miller, Max Bowman, Letitia Hughes, James Poole, Steve Sanders, and Camille Young are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adolphus Baker are further warranted as his ownership of the supervoting shares provide him with voting power control of the company.
Cal-Maine Foods, Inc.	10/06/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Cal-Maine Foods, Inc.	10/06/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cal-Maine Foods, Inc.	10/06/2023	Management	10	Yes	Ratify Frost, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cantaloupe, Inc.	11/30/2023	Management	1	Yes	Elect Director Douglas G. Bergeron	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	2	Yes	Elect Director Lisa P. Baird	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	3	Yes	Elect Director Ian Harris	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	4	Yes	Elect Director Jacob Lamm	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	5	Yes	Elect Director Michael K. Passilla	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	6	Yes	Elect Director Ellen Richey	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	7	Yes	Elect Director Anne M. Smalling	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	8	Yes	Elect Director Ravi Venkatesan	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	9	Yes	Elect Director Shannon S. Warren	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR all director nominees is warranted.
Cantaloupe, Inc.	11/30/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Capri Holdings Limited	08/02/2023	Management	1	Yes	Elect Director John D. Idol	For	For	For	For	Votes FOR the director nominees are warranted.
Capri Holdings Limited	08/02/2023	Management	2	Yes	Elect Director Robin Freestone	For	For	For	For	Votes FOR the director nominees are warranted.
Capri Holdings Limited	08/02/2023	Management	3	Yes	Elect Director Mahesh Madhavan	For	For	For	For	Votes FOR the director nominees are warranted.
Capri Holdings Limited	08/02/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Capri Holdings Limited	08/02/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Capri Holdings Limited	10/25/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium at announcement, the downside risk in the event of non-approval, and the cash form of consideration, which provides liquidity and certainty of value to CPRI shareholders, support FOR the transaction is warranted.
Capri Holdings Limited	10/25/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	Against	Against	A vote AGAINST this proposal is warranted as outstanding equity awards for NEOs will vest solely as a result of the completion of the merger (single trigger).
Capri Holdings Limited	10/25/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, given that the underlying transaction merits support.
Carpenter Technology Corporation	10/10/2023	Management	1	Yes	Elect Director Steven E. Karol	For	For	Withhold	Withhold	WITHHOLD votes for Steven Karol are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carpenter Technology Corporation	10/10/2023	Management	2	Yes	Elect Director Charles D. McLane, Jr.	For	For	For	For	WITHHOLD votes for Steven Karol are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carpenter Technology Corporation	10/10/2023	Management	3	Yes	Elect Director Colleen S. Pritchett	For	For	For	For	WITHHOLD votes for Steven Karol are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carpenter Technology Corporation	10/10/2023	Management	4	Yes	Elect Director Tony R. Thene	For	For	For	For	WITHHOLD votes for Steven Karol are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Carpenter Technology Corporation	10/10/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Carpenter Technology Corporation	10/10/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Carpenter Technology Corporation	10/10/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	1	Yes	Elect Director Patrick J. McEnany	For	For	For	For	Votes AGAINST Charles O'Keefe and David Tierney are warranted for serving as non-independent members of certain key board committees. Votes FOR the remaining director nominees are warranted.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	2	Yes	Elect Director Richard J. Daly	For	For	For	For	Votes AGAINST Charles O'Keefe and David Tierney are warranted for serving as non-independent members of certain key board committees. Votes FOR the remaining director nominees are warranted.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	3	Yes	Elect Director Donald A. Denkhaus	For	For	For	For	Votes AGAINST Charles O'Keefe and David Tierney are warranted for serving as non-independent members of certain key board committees. Votes FOR the remaining director nominees are warranted.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	4	Yes	Elect Director Molly Harper	For	For	For	For	Votes AGAINST Charles O'Keefe and David Tierney are warranted for serving as non-independent members of certain key board committees. Votes FOR the remaining director nominees are warranted.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	5	Yes	Elect Director Charles B. O'Keefe	For	For	Against	Against	Votes AGAINST Charles O'Keefe and David Tierney are warranted for serving as non-independent members of certain key board committees. Votes FOR the remaining director nominees are warranted.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	6	Yes	Elect Director Tamar Thompson	For	For	For	For	Votes AGAINST Charles O'Keefe and David Tierney are warranted for serving as non-independent members of certain key board committees. Votes FOR the remaining director nominees are warranted.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	7	Yes	Elect Director David S. Tierney	For	For	Against	Against	Votes AGAINST Charles O'Keefe and David Tierney are warranted for serving as non-independent members of certain key board committees. Votes FOR the remaining director nominees are warranted.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Catalyst Pharmaceuticals, Inc.	08/22/2023	Management	11	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Cavco Industries, Inc.	08/01/2023	Management	1	Yes	Elect Director Susan L. Blount	For	For	For	For	A vote FOR both director nominees is warranted.
Cavco Industries, Inc.	08/01/2023	Management	2	Yes	Elect Director William C. Boor	For	For	For	For	A vote FOR both director nominees is warranted.
Cavco Industries, Inc.	08/01/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cavco Industries, Inc.	08/01/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cavco Industries, Inc.	08/01/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cavco Industries, Inc.	08/01/2023	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Champions Oncology, Inc.	10/19/2023	Management	1	Yes	Elect Director Ronnie Morris	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Nominating Committee members Robert (Rob) Brainin and Daniel Mendelson are warranted for failing to establish gender diversity on the board. A vote FOR Philip Breiffeld is warranted.
Champions Oncology, Inc.	10/19/2023	Management	2	Yes	Elect Director Joel Ackerman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Nominating Committee members Robert (Rob) Brainin and Daniel Mendelson are warranted for failing to establish gender diversity on the board. A vote FOR Philip Breiffeld is warranted.
Champions Oncology, Inc.	10/19/2023	Management	3	Yes	Elect Director David Sidransky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Nominating Committee members Robert (Rob) Brainin and Daniel Mendelson are warranted for failing to establish gender diversity on the board. A vote FOR Philip Breiffeld is warranted.
Champions Oncology, Inc.	10/19/2023	Management	4	Yes	Elect Director Daniel N. Mendelson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Nominating Committee members Robert (Rob) Brainin and Daniel Mendelson are warranted for failing to establish gender diversity on the board. A vote FOR Philip Breiffeld is warranted.

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Champions Oncology, Inc.	10/19/2023	Management	5	Yes	Elect Director Scott R. Tobin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Nominating Committee members Robert (Rob) Brainin and Daniel Mendelson are warranted for failing to establish gender diversity on the board. A vote FOR Philip Breitfeld is warranted.
Champions Oncology, Inc.	10/19/2023	Management	6	Yes	Elect Director Philip Breitfeld	For	For	For	For	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Nominating Committee members Robert (Rob) Brainin and Daniel Mendelson are warranted for failing to establish gender diversity on the board. A vote FOR Philip Breitfeld is warranted.
Champions Oncology, Inc.	10/19/2023	Management	7	Yes	Elect Director Robert Brainin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Nominating Committee members Robert (Rob) Brainin and Daniel Mendelson are warranted for failing to establish gender diversity on the board. A vote FOR Philip Breitfeld is warranted.
Champions Oncology, Inc.	10/19/2023	Management	8	Yes	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Champions Oncology, Inc.	10/19/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The company does not disclose any pre-set metrics and goals for the CEO's bonus and the CFO's bonus and equity award.
Chase Corporation	10/06/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Although the merger consideration offers a limited premium to recent trading levels, CCF's reasonably thorough sale process, the generally positive market response to the transaction, and the company's recent financial results appears to indicate the company is close to fully valued. The cash form of consideration therefore offers shareholders both liquidity and the chance to realize certain value near the company's peak.
Chase Corporation	10/06/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards are single trigger, cash severance is double trigger and of a reasonable basis, with no excise tax gross ups payable.
Chase Corporation	10/06/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.
Chinook Therapeutics, Inc.	08/02/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The offer represents a premium to the unaffected price and there is downside risk of non-approval as evidenced by KDNV's relative appreciation since announcement. Moreover, the cash form of consideration provides liquidity and certainty of value while the CVR provides additional potential value for legacy shareholders.
Chinook Therapeutics, Inc.	08/02/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, the board intends to adopt an excise tax gross-up plan prior to closing. Additionally, equity awards will automatically accelerate upon closing, with performance shares deemed earned at maximum.
Chinook Therapeutics, Inc.	08/02/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.
Chuy's Holdings, Inc.	07/27/2023	Management	1	Yes	Elect Director Steve Hislop	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hislop and Jon Howie are warranted for lack of a majority independent board. A vote FOR Jody Bilney is warranted.
Chuy's Holdings, Inc.	07/27/2023	Management	2	Yes	Elect Director Jon Howie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hislop and Jon Howie are warranted for lack of a majority independent board. A vote FOR Jody Bilney is warranted.
Chuy's Holdings, Inc.	07/27/2023	Management	3	Yes	Elect Director Jody Bilney	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Hislop and Jon Howie are warranted for lack of a majority independent board. A vote FOR Jody Bilney is warranted.
Chuy's Holdings, Inc.	07/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Chuy's Holdings, Inc.	07/27/2023	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Chuy's Holdings, Inc.	07/27/2023	Management	6	Yes	Amend Certificate of Incorporation to Eliminate the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption or elimination from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Chuy's Holdings, Inc.	07/27/2023	Management	7	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Chuy's Holdings, Inc.	07/27/2023	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cimpress Plc	12/14/2023	Management	1	Yes	Elect Director Sophie A. Gasperment	For	Against	Against	Against	A vote AGAINST incumbent Nominating Committee member Sophie Gasperment is warranted for failing to establish racial or ethnic diversity on the board. A vote AGAINST Compensation Committee member Sophie Gasperment is further warranted given that the company amended its agreement with the CEO that provides for a problematic excise tax gross-up provision.
Cimpress Plc	12/14/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Cimpress Plc	12/14/2023	Management	3	Yes	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights	For	For	Against	Against	A vote AGAINST Item 3 is warranted because the proposed amount and duration are excessive. A vote AGAINST Item 4 is warranted given that Item 3 does not warrant support.
Cimpress Plc	12/14/2023	Management	4	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST Item 3 is warranted because the proposed amount and duration are excessive. A vote AGAINST Item 4 is warranted given that Item 3 does not warrant support.
Cimpress Plc	12/14/2023	Management	5	Yes	Ratify PricewaterhouseCoopers Ireland as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cimpress Plc	12/14/2023	Management	6	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified.
Cimpress Plc	12/14/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Cineverse Corp.	12/08/2023	Management	1	Yes	Elect Director Christopher J. McGurk	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher (Chris) McGurk and Peter Brown are warranted for lack of a majority independent board. WITHHOLD votes for Peter Brown are also warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Christopher (Chris) McGurk, Patrick (Pat) O'Brien, and Peter Brown given that the board unilaterally implemented, without a rationale, a plurality vote standard in uncontested director elections. WITHHOLD votes are further warranted for Audit Committee members Patrick (Pat) O'Brien and Peter Brown for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR Mary Ann Halford is warranted.
Cineverse Corp.	12/08/2023	Management	2	Yes	Elect Director Peter C. Brown	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher (Chris) McGurk and Peter Brown are warranted for lack of a majority independent board. WITHHOLD votes for Peter Brown are also warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Christopher (Chris) McGurk, Patrick (Pat) O'Brien, and Peter Brown given that the board unilaterally implemented, without a rationale, a plurality vote standard in uncontested director elections. WITHHOLD votes are further warranted for Audit Committee members Patrick (Pat) O'Brien and Peter Brown for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR Mary Ann Halford is warranted.
Cineverse Corp.	12/08/2023	Management	3	Yes	Elect Director Patrick W. O'Brien	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher (Chris) McGurk and Peter Brown are warranted for lack of a majority independent board. WITHHOLD votes for Peter Brown are also warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Christopher (Chris) McGurk, Patrick (Pat) O'Brien, and Peter Brown given that the board unilaterally implemented, without a rationale, a plurality vote standard in uncontested director elections. WITHHOLD votes are further warranted for Audit Committee members Patrick (Pat) O'Brien and Peter Brown for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR Mary Ann Halford is warranted.
Cineverse Corp.	12/08/2023	Management	4	Yes	Elect Director Mary Ann Halford	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher (Chris) McGurk and Peter Brown are warranted for lack of a majority independent board. WITHHOLD votes for Peter Brown are also warranted for serving as a non-independent member of a key board committee. In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Christopher (Chris) McGurk, Patrick (Pat) O'Brien, and Peter Brown given that the board unilaterally implemented, without a rationale, a plurality vote standard in uncontested director elections. WITHHOLD votes are further warranted for Audit Committee members Patrick (Pat) O'Brien and Peter Brown for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR Mary Ann Halford is warranted.
Cineverse Corp.	12/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Cineverse Corp.	12/08/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cineverse Corp.	12/08/2023	Management	7	Yes	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CIRCOR International, Inc.	08/24/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR the transaction is warranted, in light of the premium to historical trading levels, the downside risk of non-approval due to the outperformance of CIR shares relative to the relevant index since the unaffected date, the multi-year public sale process, and the cash form of consideration, which provides certainty of value and liquidity for CIR shareholders.
CIRCOR International, Inc.	08/24/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although NEOs' outstanding performance equity awards will accelerate upon the closing of the merger, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.
CIRCOR International, Inc.	08/24/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Cirrus Logic, Inc.	07/28/2023	Management	1	Yes	Elect Director Alexander M. Davern	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	2	Yes	Elect Director Timothy R. Dehne	For	For	Withhold	Withhold	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	3	Yes	Elect Director John M. Forsyth	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	4	Yes	Elect Director Deirdre R. Hanford	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	5	Yes	Elect Director Raghib Hussain	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	6	Yes	Elect Director Duy-Loan T. Le	For	For	Withhold	Withhold	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposals	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cirrus Logic, Inc.	07/28/2023	Management	7	Yes	Elect Director Catherine P. Lego	For	For	Withhold	Withhold	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	8	Yes	Elect Director David J. Tupman	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cirrus Logic, Inc.	07/28/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cirrus Logic, Inc.	07/28/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Coda Octopus Group, Inc.	09/12/2023	Management	1	Yes	Elect Director Annmarie Gayle	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/12/2023	Management	2	Yes	Elect Director Michael Hamilton	For	For	Withhold	Withhold	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/12/2023	Management	3	Yes	Elect Director G. Tyler Runnels	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/12/2023	Management	4	Yes	Elect Director Robert R. Harcourt	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/12/2023	Management	5	Yes	Elect Director Anthony J. Tata	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/12/2023	Management	6	Yes	Ratify Frazier & Deeter, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Coda Octopus Group, Inc.	09/12/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Cognyte Software Ltd.	09/06/2023	Management	1	Yes	Reelect Dafna Sharir as Director	For	For	For	For	As the company has provided sufficient information on these proposals and as there are no material concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.
Cognyte Software Ltd.	09/06/2023	Management	2	Yes	Reelect Avi Cohen as Director	For	For	For	For	As the company has provided sufficient information on these proposals and as there are no material concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.
Cognyte Software Ltd.	09/06/2023	Management	3	Yes	Approve Amended Employment Terms of Elad Sharon, CEO	For	For	For	For	A vote FOR this item is warranted, as the company has provided sufficient information on the employment terms and there are no apparent concerns. However, qualified support for this item is merited as the company has disclosed limited information on performance criteria used to determine bonus payouts. Thus, leaving excessive room for board discretion and preventing shareholders to assess the stringency of the bonus plan.
Cognyte Software Ltd.	09/06/2023	Management	4	Yes	Reappoint Brightman Almagor Zohar & Co. as Auditors and Author	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Cognyte Software Ltd.	09/06/2023	Management	5	Yes	Vote FOR if you are a controlling shareholder or have a personal in	None	Refer	Refer	Against	Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will not be counted.
Coherent Corp.	11/09/2023	Management	1	Yes	Elect Director Joseph J. Corasanti	For	For	Against	Against	Votes AGAINST Joseph Corasanti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coherent Corp.	11/09/2023	Management	2	Yes	Elect Director Patricia Hatter	For	For	For	For	Votes AGAINST Joseph Corasanti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coherent Corp.	11/09/2023	Management	3	Yes	Elect Director Stephen A. Skaggs	For	For	For	For	Votes AGAINST Joseph Corasanti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coherent Corp.	11/09/2023	Management	4	Yes	Elect Director Sandeep Vij	For	For	For	For	Votes AGAINST Joseph Corasanti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coherent Corp.	11/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There are certain structural issues that warrant continued monitoring, including annual equity awards that predominantly lack performance criteria, and one-time merger-related RSUs that vest over a relatively short two-year period. However, there are significant mitigators for the year in review, including that realized pay outcomes were well below-target for the year in review and that, for FY24, LTI awards will be primarily performance-conditioned with payouts tied to additional objective performance metrics.
Coherent Corp.	11/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Coherent Corp.	11/09/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.51 percent is acceptable.
Coherent Corp.	11/09/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Coherent Corp.	11/09/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbus McKinnon Corporation	07/24/2023	Management	1	Yes	Elect Director Gerald G. Colella	For	For	For	For	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/24/2023	Management	2	Yes	Elect Director Kathryn V. Roedel	For	For	For	For	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/24/2023	Management	3	Yes	Elect Director David J. Wilson	For	For	For	For	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.

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Columbus McKinnon Corporation	07/24/2023	Management	4	Yes	Elect Director Heath A. Mitts	For	For	For	For	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/24/2023	Management	5	Yes	Elect Director Aziz S. Aghili	For	For	Against	Against	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/24/2023	Management	6	Yes	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/24/2023	Management	7	Yes	Elect Director Michael Dastoor	For	For	For	For	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/24/2023	Management	8	Yes	Elect Director Chad R. Abraham	For	For	For	For	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/24/2023	Management	9	Yes	Elect Director Rebecca Yeung	For	For	For	For	A vote AGAINST Corporate Governance and Nomination Committee Chair Aziz Aghili is warranted, as the board unilaterally adopted an exclusive forum provision. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/24/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbus McKinnon Corporation	07/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Columbus McKinnon Corporation	07/24/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Commvault Systems, Inc.	08/29/2023	Management	1	Yes	Elect Director Nicholas Adamo	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	2	Yes	Elect Director Martha Bejar	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	3	Yes	Elect Director Keith Geeslin	For	For	Against	Against	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	4	Yes	Elect Director Vivie "YY" Lee	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	5	Yes	Elect Director Sanjay Mirchandani	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	6	Yes	Elect Director Charles "Chuck" Moran	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	7	Yes	Elect Director Allison Pickens	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	8	Yes	Elect Director Shane Sanders	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	9	Yes	Elect Director Arlen Shenkman	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/29/2023	Management	10	Yes	Amend Certificate of Incorporation to Include Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Commvault Systems, Inc.	08/29/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Commvault Systems, Inc.	08/29/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Commvault Systems, Inc.	08/29/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Commvault Systems, Inc.	08/29/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 15.13 percent is excessive.
comScore, Inc.	12/12/2023	Management	1	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted. The reverse stock split would be accompanied by a proportionate reduction in the number of authorized shares of common stock and may enable the company to maintain listing of its common stock on the Nasdaq Global Select Market.
comScore, Inc.	12/12/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as Item 1 also merits support.
Comtech Telecommunications Corp.	12/14/2023	Management	1	Yes	Elect Director Ken A. Peterman	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/14/2023	Management	2	Yes	Elect Director Wendi B. Carpenter	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/14/2023	Management	3	Yes	Elect Director Bruce T. Crawford	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/14/2023	Management	4	Yes	Elect Director Ellen M. Lord	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/14/2023	Management	5	Yes	Elect Director Mark R. Quinlan	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/14/2023	Management	6	Yes	Elect Director Yacov A. Shamash	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/14/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness following last year's low say-on-pay support.
Comtech Telecommunications Corp.	12/14/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Comtech Telecommunications Corp.	12/14/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Comtech Telecommunications Corp.	12/14/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:- The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Consumer Portfolio Services, Inc.	11/14/2023	Management	1	Yes	Elect Director Charles E. Bradley, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	2	Yes	Elect Director Stephen H. Deckoff	For	For	For	For	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	3	Yes	Elect Director Louis M. Grasso	For	For	For	For	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	4	Yes	Elect Director William W. Grounds	For	For	For	For	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	5	Yes	Elect Director Brian J. Rayhill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	6	Yes	Elect Director William B. Roberts	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	7	Yes	Elect Director James E. Walker, III	For	For	For	For	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	8	Yes	Elect Director Gregory S. Washer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	9	Yes	Elect Director Daniel S. Wood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes for Brian Rayhill, William (Bill) Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chairman Gregory (Greg) Washer are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	11/14/2023	Management	10	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consumer Portfolio Services, Inc.	11/14/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
CorVel Corporation	08/10/2023	Management	1	Yes	Elect Director V. Gordon Clemons	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael for lack of racial/ethnic diversity on the board.
CorVel Corporation	08/10/2023	Management	2	Yes	Elect Director Steven J. Hamerslag	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael for lack of racial/ethnic diversity on the board.

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CorVel Corporation	08/10/2023	Management	3	Yes	Elect Director Alan R. Hoops	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael for lack of racial/ethnic diversity on the board.
CorVel Corporation	08/10/2023	Management	4	Yes	Elect Director R. Judd Jessup	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael for lack of racial/ethnic diversity on the board.
CorVel Corporation	08/10/2023	Management	5	Yes	Elect Director Jean H. Macino	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael for lack of racial/ethnic diversity on the board.
CorVel Corporation	08/10/2023	Management	6	Yes	Elect Director Jeffrey J. Michael	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino, and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael for lack of racial/ethnic diversity on the board.
CorVel Corporation	08/10/2023	Management	7	Yes	Ratify Haskell & White LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CorVel Corporation	08/10/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CorVel Corporation	08/10/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Costamare Inc.	10/03/2023	Management	1	Yes	Elect Director Konstantinos Zacharatos	For	Against	Against	Against	Votes AGAINST non-independent nominee Konstantinos Zacharatos are warranted for lack of a majority independent board.
Costamare Inc.	10/03/2023	Management	2	Yes	Ratify Ernst & Young (Hellas) Certified Auditors Accountants S.A. a	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CRA International, Inc.	07/13/2023	Management	1	Yes	Elect Director Richard D. Booth	For	For	For	For	WITHHOLD votes for William (Bill) Concannon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CRA International, Inc.	07/13/2023	Management	2	Yes	Elect Director William F. Concannon	For	For	Withhold	Withhold	WITHHOLD votes for William (Bill) Concannon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CRA International, Inc.	07/13/2023	Management	3	Yes	Elect Director Christine R. Detrick	For	For	For	For	WITHHOLD votes for William (Bill) Concannon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CRA International, Inc.	07/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CRA International, Inc.	07/13/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CRA International, Inc.	07/13/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CRA International, Inc.	07/13/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Credo Technology Group Holding Ltd	10/17/2023	Management	1	Yes	Elect Director Pantas Sutardja	For	For	For	For	A vote FOR the director nominees is warranted.
Credo Technology Group Holding Ltd	10/17/2023	Management	2	Yes	Elect Director David Zinsner	For	For	For	For	A vote FOR the director nominees is warranted.
Credo Technology Group Holding Ltd	10/17/2023	Management	3	Yes	Elect Director Sylvia Acevedo	For	For	For	For	A vote FOR the director nominees is warranted.
Credo Technology Group Holding Ltd	10/17/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Credo Technology Group Holding Ltd	10/17/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CSW Industrials, Inc.	08/24/2023	Management	1	Yes	Elect Director Joseph B. Ames	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/24/2023	Management	2	Yes	Elect Director Michael R. Gambrell	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/24/2023	Management	3	Yes	Elect Director Bobby Griffin	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/24/2023	Management	4	Yes	Elect Director Terry L. Johnston	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/24/2023	Management	5	Yes	Elect Director Linda A. Livingstone	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/24/2023	Management	6	Yes	Elect Director Anne B. Molsenbocker	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/24/2023	Management	7	Yes	Elect Director Robert M. Swartz	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/24/2023	Management	8	Yes	Elect Director J. Kent Sweezey	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, pay and performance are reasonably aligned at this time.
CSW Industrials, Inc.	08/24/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Culp, Inc.	09/27/2023	Management	1	Yes	Elect Director John A. Baugh	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	09/27/2023	Management	2	Yes	Elect Director Robert G. Culp, IV	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	09/27/2023	Management	3	Yes	Elect Director Perry E. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	09/27/2023	Management	4	Yes	Elect Director Sharon A. Decker	For	For	For	For	A vote FOR all director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposals	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Culp, Inc.	09/27/2023	Management	5	Yes	Elect Director Kimberly B. Gatling	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	09/27/2023	Management	6	Yes	Elect Director Fred A. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	09/27/2023	Management	7	Yes	Elect Director Jonathan L. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	09/27/2023	Management	8	Yes	Elect Director Franklin N. Saxon	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	09/27/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Culp, Inc.	09/27/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Culp, Inc.	09/27/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Culp, Inc.	09/27/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Daktronics, Inc.	09/06/2023	Management	1	Yes	Elect Director Lance D. Bultena	For	For	For	For	A vote FOR all director nominees is warranted.
Daktronics, Inc.	09/06/2023	Management	2	Yes	Elect Director Jose-Marie Griffiths	For	For	For	For	A vote FOR all director nominees is warranted.
Daktronics, Inc.	09/06/2023	Management	3	Yes	Elect Director Howard I. Atkins	For	For	For	For	A vote FOR all director nominees is warranted.
Daktronics, Inc.	09/06/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Daktronics, Inc.	09/06/2023	Management	5	Yes	Ratify Deloitte & Touche, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Daktronics, Inc.	09/06/2023	Management	6	Yes	Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted as none of the proposed procedures or requirements appear overly burdensome and the advance notice window is considered reasonable.
Denbury Inc.	10/31/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the unaffected price, downside risk in the event of non-approval, and the prospect of becoming a shareholder of a large, well-capitalized entity with a record of dividend growth, support FOR the transaction is warranted.
Denbury Inc.	10/31/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. While unvested equity awards will accelerate vesting, performance awards will be earned based on actual performance and any future 2024 grants will be assumed by the acquirer.
Destination XL Group, Inc.	08/03/2023	Management	1	Yes	Elect Director Harvey S. Kanter	For	For	For	For	A vote FOR all director nominees is warranted.
Destination XL Group, Inc.	08/03/2023	Management	2	Yes	Elect Director Carmen R. Bauza	For	For	For	For	A vote FOR all director nominees is warranted.
Destination XL Group, Inc.	08/03/2023	Management	3	Yes	Elect Director Jack Boyle	For	For	For	For	A vote FOR all director nominees is warranted.
Destination XL Group, Inc.	08/03/2023	Management	4	Yes	Elect Director Lionel F. Conacher	For	For	For	For	A vote FOR all director nominees is warranted.
Destination XL Group, Inc.	08/03/2023	Management	5	Yes	Elect Director Willem Mesdag	For	For	For	For	A vote FOR all director nominees is warranted.
Destination XL Group, Inc.	08/03/2023	Management	6	Yes	Elect Director Ivy Ross	For	For	For	For	A vote FOR all director nominees is warranted.
Destination XL Group, Inc.	08/03/2023	Management	7	Yes	Elect Director Elaine K. Rubin	For	For	For	For	A vote FOR all director nominees is warranted.
Destination XL Group, Inc.	08/03/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Destination XL Group, Inc.	08/03/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Destination XL Group, Inc.	08/03/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Donaldson Company, Inc.	11/17/2023	Management	1	Yes	Elect Director Tod E. Carpenter	For	For	For	For	WITHHOLD votes for Ajita Rajendra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/17/2023	Management	2	Yes	Elect Director Pilar Cruz	For	For	For	For	WITHHOLD votes for Ajita Rajendra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/17/2023	Management	3	Yes	Elect Director Ajita G. Rajendra	For	For	Withhold	Withhold	WITHHOLD votes for Ajita Rajendra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Donaldson Company, Inc.	11/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Donaldson Company, Inc.	11/17/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Donaldson Company, Inc.	11/17/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dorian LPG Ltd.	09/13/2023	Management	1	Yes	Elect Director Christina Tan	For	For	For	For	A vote FOR the director nominees is warranted.
Dorian LPG Ltd.	09/13/2023	Management	2	Yes	Elect Director Marit Lunde	For	For	For	For	A vote FOR the director nominees is warranted.
Dorian LPG Ltd.	09/13/2023	Management	3	Yes	Ratify Deloitte Certified Public Accountants S.A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dorian LPG Ltd.	09/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Douglas Elliman Inc.	07/27/2023	Management	1	Yes	Elect Director Michael S. Liebowitz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Mark Zeitchick given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for compensation committee members Michael Liebowitz and Mark Zeitchick for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Douglas Elliman Inc.	07/27/2023	Management	2	Yes	Elect Director Mark D. Zeitchick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Mark Zeitchick given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for compensation committee members Michael Liebowitz and Mark Zeitchick for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Douglas Elliman Inc.	07/27/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Douglas Elliman Inc.	07/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Further, the company maintains agreements that contain excise tax gross-up provisions.
DXC Technology Company	07/25/2023	Management	1	Yes	Elect Director David A. Barnes	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	2	Yes	Elect Director Raul J. Fernandez	For	For	Against	Against	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	3	Yes	Elect Director Anthony Gonzalez	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	4	Yes	Elect Director David L. Herzog	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	5	Yes	Elect Director Pinkie D. Mayfield	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	6	Yes	Elect Director Karl Racine	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	7	Yes	Elect Director Dawn Rogers	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	8	Yes	Elect Director Michael J. Salvino	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	9	Yes	Elect Director Carrie W. Teffner	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	10	Yes	Elect Director Akihiko Washington	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	11	Yes	Elect Director Robert F. Woods	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DXC Technology Company	07/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's corporate aircraft-related and financial planning perquisites.
DXC Technology Company	07/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
e.l.f. Beauty, Inc.	08/24/2023	Management	1	Yes	Elect Director Kenny Mitchell	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee member Maureen Watson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR the remaining director nominees are warranted.
e.l.f. Beauty, Inc.	08/24/2023	Management	2	Yes	Elect Director Gayle Tait	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee member Maureen Watson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR the remaining director nominees are warranted.
e.l.f. Beauty, Inc.	08/24/2023	Management	3	Yes	Elect Director Maureen Watson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee member Maureen Watson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR the remaining director nominees are warranted.
e.l.f. Beauty, Inc.	08/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
e.l.f. Beauty, Inc.	08/24/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eagle Materials Inc.	08/03/2023	Management	1	Yes	Elect Director Margot L. Carter	For	For	For	For	Votes AGAINST Michael Nicolais and Richard Stewart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	08/03/2023	Management	2	Yes	Elect Director Michael R. Nicolais	For	For	Against	Against	Votes AGAINST Michael Nicolais and Richard Stewart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Eagle Materials Inc.	08/03/2023	Management	3	Yes	Elect Director Mary P. Ricciardello	For	For	For	For	Votes AGAINST Michael Nicolais and Richard Stewart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	08/03/2023	Management	4	Yes	Elect Director Richard R. Stewart	For	For	Against	Against	Votes AGAINST Michael Nicolais and Richard Stewart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	08/03/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Eagle Materials Inc.	08/03/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Eagle Materials Inc.	08/03/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Eagle Materials Inc.	08/03/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Earthstone Energy, Inc.	10/30/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the unaffected price and 52-week closing high, the expected cost savings of the combined company, and the downside risk in the event of non-approval, support FOR the transaction is warranted.
Earthstone Energy, Inc.	10/30/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable, unvested equity awards will accelerate on a single-trigger basis and performance shares will be deemed earned at maximum level.
Earthstone Energy, Inc.	10/30/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
eGain Corporation	12/05/2023	Management	1	Yes	Elect Director Ashutosh Roy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
eGain Corporation	12/05/2023	Management	2	Yes	Elect Director Gunjan Sinha	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
eGain Corporation	12/05/2023	Management	3	Yes	Elect Director Phiroz P. Darukhanavala	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
eGain Corporation	12/05/2023	Management	4	Yes	Elect Director Brett Shockley	For	For	For	For	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
eGain Corporation	12/05/2023	Management	5	Yes	Elect Director Christine Russell	For	For	For	For	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
eGain Corporation	12/05/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.31 percent is excessive. * The plan administrator may provide loans to exercise awards.
eGain Corporation	12/05/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
eGain Corporation	12/05/2023	Management	8	Yes	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Electromed, Inc.	11/10/2023	Management	1	Yes	Elect Director James L. Cunniff	For	For	For	For	Votes FOR all director nominees are warranted.
Electromed, Inc.	11/10/2023	Management	2	Yes	Elect Director Stan K. Erickson	For	For	For	For	Votes FOR all director nominees are warranted.
Electromed, Inc.	11/10/2023	Management	3	Yes	Elect Director Gregory J. Fluet	For	For	For	For	Votes FOR all director nominees are warranted.
Electromed, Inc.	11/10/2023	Management	4	Yes	Elect Director Joseph L. Galatowitsch	For	For	For	For	Votes FOR all director nominees are warranted.
Electromed, Inc.	11/10/2023	Management	5	Yes	Elect Director Kathleen S. Skarvan	For	For	For	For	Votes FOR all director nominees are warranted.
Electromed, Inc.	11/10/2023	Management	6	Yes	Elect Director Andrew J. Summers	For	For	For	For	Votes FOR all director nominees are warranted.
Electromed, Inc.	11/10/2023	Management	7	Yes	Elect Director Kathleen A. Tune	For	For	For	For	Votes FOR all director nominees are warranted.
Electromed, Inc.	11/10/2023	Management	8	Yes	Elect Director Andrea M. Walsh	For	For	For	For	Votes FOR all director nominees are warranted.
Electromed, Inc.	11/10/2023	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.82 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Electromed, Inc.	11/10/2023	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Electromed, Inc.	11/10/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
EnerSys	08/03/2023	Management	1	Yes	Elect Director Caroline Chan	For	For	For	For	A vote FOR all director nominees is warranted.
EnerSys	08/03/2023	Management	2	Yes	Elect Director Steven M. Fludder	For	For	For	For	A vote FOR all director nominees is warranted.
EnerSys	08/03/2023	Management	3	Yes	Elect Director Paul J. Tufano	For	For	For	For	A vote FOR all director nominees is warranted.
EnerSys	08/03/2023	Management	4	Yes	Elect Director Rudolph Wynter	For	For	For	For	A vote FOR all director nominees is warranted.
EnerSys	08/03/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
EnerSys	08/03/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EnerSys	08/03/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ennis, Inc.	07/13/2023	Management	1	Yes	Elect Director Keith S. Walters	For	For	Against	Against	Votes AGAINST non-independent nominees Keith Walters and Gary Mozina are warranted for lack of a majority independent board. A vote FOR Aaron Carter is warranted.
Ennis, Inc.	07/13/2023	Management	2	Yes	Elect Director Gary S. Mozina	For	For	Against	Against	Votes AGAINST non-independent nominees Keith Walters and Gary Mozina are warranted for lack of a majority independent board. A vote FOR Aaron Carter is warranted.
Ennis, Inc.	07/13/2023	Management	3	Yes	Elect Director Aaron Carter	For	For	For	For	Votes AGAINST non-independent nominees Keith Walters and Gary Mozina are warranted for lack of a majority independent board. A vote FOR Aaron Carter is warranted.
Ennis, Inc.	07/13/2023	Management	4	Yes	Ratify CohnReznick, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ennis, Inc.	07/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains an agreement with the CEO that contains tax gross-up and modified single trigger change in control provisions.
Ennis, Inc.	07/13/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ePlus inc.	09/14/2023	Management	1	Yes	Elect Director Renee Bergeron	For	For	For	For	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	2	Yes	Elect Director Bruce M. Bowen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	3	Yes	Elect Director John E. Callies	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	4	Yes	Elect Director C. Thomas Faulders, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	5	Yes	Elect Director Eric D. Hovde	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	6	Yes	Elect Director Ira A. Hunt, III	For	For	For	For	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	7	Yes	Elect Director Mark P. Marron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	8	Yes	Elect Director Maureen F. Morrison	For	For	For	For	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	9	Yes	Elect Director Ben Xiang	For	For	For	For	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies, and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies, and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/14/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ePlus inc.	09/14/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ePlus inc.	09/14/2023	Management	12	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Epsilon Energy Ltd.	08/17/2023	Management	1	Yes	Fix Number of Directors at Six	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Epsilon Energy Ltd.	08/17/2023	Management	2	Yes	Elect Director John Lovoi	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	08/17/2023	Management	3	Yes	Elect Director Jason Stankowski	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	08/17/2023	Management	4	Yes	Elect Director David Winn	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	08/17/2023	Management	5	Yes	Elect Director Tracy Stephens	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	08/17/2023	Management	6	Yes	Elect Director Jason Stabell	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	08/17/2023	Management	7	Yes	Elect Director Nicola Maddox	For	For	For	For	A vote FOR all director nominees is warranted.
Epsilon Energy Ltd.	08/17/2023	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Epsilon Energy Ltd.	08/17/2023	Management	9	Yes	Advisory Vote on Executive Compensation Approach	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Epsilon Energy Ltd.	08/17/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Ethan Allen Interiors Inc.	11/09/2023	Management	1	Yes	Elect Director M. Farooq Kathwari	For	For	For	For	Votes AGAINST John Dooner Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ethan Allen Interiors Inc.	11/09/2023	Management	2	Yes	Elect Director Maria Eugenia Casar	For	For	For	For	Votes AGAINST John Dooner Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ethan Allen Interiors Inc.	11/09/2023	Management	3	Yes	Elect Director John J. Dooner, Jr.	For	For	Against	Against	Votes AGAINST John Dooner Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ethan Allen Interiors Inc.	11/09/2023	Management	4	Yes	Elect Director David M. Sable	For	For	For	For	Votes AGAINST John Dooner Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ethan Allen Interiors Inc.	11/09/2023	Management	5	Yes	Elect Director Tara I. Stacom	For	For	For	For	Votes AGAINST John Dooner Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ethan Allen Interiors Inc.	11/09/2023	Management	6	Yes	Elect Director Cynthia Ekberg Tsai	For	For	For	For	Votes AGAINST John Dooner Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ethan Allen Interiors Inc.	11/09/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ethan Allen Interiors Inc.	11/09/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ethan Allen Interiors Inc.	11/09/2023	Management	9	Yes	Ratify CohnReznick LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Evolution Petroleum Corporation	12/07/2023	Management	1	Yes	Elect Director Myra C. Bierria	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo and William Dozier are warranted for lack of a majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolution Petroleum Corporation	12/07/2023	Management	2	Yes	Elect Director Edward J. DiPaolo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo and William Dozier are warranted for lack of a majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolution Petroleum Corporation	12/07/2023	Management	3	Yes	Elect Director William E. Dozier	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo and William Dozier are warranted for lack of a majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolution Petroleum Corporation	12/07/2023	Management	4	Yes	Elect Director Marjorie A. Hargrave	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo and William Dozier are warranted for lack of a majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolution Petroleum Corporation	12/07/2023	Management	5	Yes	Elect Director Robert S. Herlin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo and William Dozier are warranted for lack of a majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolution Petroleum Corporation	12/07/2023	Management	6	Yes	Elect Director Kelly W. Loyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo and William Dozier are warranted for lack of a majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolution Petroleum Corporation	12/07/2023	Management	7	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Evolution Petroleum Corporation	12/07/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Extreme Networks, Inc.	11/08/2023	Management	1	Yes	Elect Director Ingrid J. Burton	For	For	For	For	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	11/08/2023	Management	2	Yes	Elect Director Charles P. Carinalli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	11/08/2023	Management	3	Yes	Elect Director Kathleen M. Holmgren	For	For	For	For	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	11/08/2023	Management	4	Yes	Elect Director Edward H. Kennedy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	11/08/2023	Management	5	Yes	Elect Director Rajendra Khanna	For	For	For	For	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	11/08/2023	Management	6	Yes	Elect Director Edward B. Meyercord	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposals	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Extreme Networks, Inc.	11/08/2023	Management	7	Yes	Elect Director John C. Shoemaker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	11/08/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Extreme Networks, Inc.	11/08/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Extreme Networks, Inc.	11/08/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Extreme Networks, Inc.	11/08/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Extreme Networks, Inc.	11/08/2023	Management	12	Yes	Amend Certificate of Incorporation to Provide for Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officers' accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Fabrinet	12/12/2023	Management	1	Yes	Elect Director Seamus Grady	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Seamus Grady and Thomas (Tom) Kelly are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Kelly are also warranted for serving as a non-independent member of certain key board committees.
Fabrinet	12/12/2023	Management	2	Yes	Elect Director Thomas F. Kelly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Seamus Grady and Thomas (Tom) Kelly are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Kelly are also warranted for serving as a non-independent member of certain key board committees.
Fabrinet	12/12/2023	Management	3	Yes	Ratify PricewaterhouseCoopers ABAS Ltd. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fabrinet	12/12/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Fabrinet	12/12/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FG Group Holdings Inc.	12/06/2023	Management	1	Yes	Elect Director D. Kyle Cerminara	For	For	Withhold	Withhold	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards. WITHHOLD votes for William (Bill) Gerber are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for his absences. WITHHOLD votes for Nominating Committee chair Robert Roschman are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
FG Group Holdings Inc.	12/06/2023	Management	2	Yes	Elect Director William J. Gerber	For	Withhold	Withhold	Withhold	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards. WITHHOLD votes for William (Bill) Gerber are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for his absences. WITHHOLD votes for Nominating Committee chair Robert Roschman are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
FG Group Holdings Inc.	12/06/2023	Management	3	Yes	Elect Director Charles T. Lanktree	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards. WITHHOLD votes for William (Bill) Gerber are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for his absences. WITHHOLD votes for Nominating Committee chair Robert Roschman are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
FG Group Holdings Inc.	12/06/2023	Management	4	Yes	Elect Director Michael C. Mitchell	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards. WITHHOLD votes for William (Bill) Gerber are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for his absences. WITHHOLD votes for Nominating Committee chair Robert Roschman are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
FG Group Holdings Inc.	12/06/2023	Management	5	Yes	Elect Director Robert J. Roschman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards. WITHHOLD votes for William (Bill) Gerber are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for his absences. WITHHOLD votes for Nominating Committee chair Robert Roschman are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
FG Group Holdings Inc.	12/06/2023	Management	6	Yes	Elect Director Ndamukong Suh	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards. WITHHOLD votes for William (Bill) Gerber are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for his absences. WITHHOLD votes for Nominating Committee chair Robert Roschman are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.

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FG Group Holdings Inc.	12/06/2023	Management	7	Yes	Elect Director Larry G. Swets, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards. WITHHOLD votes for William (Bill) Gerber are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for his absences. WITHHOLD votes for Nominating Committee chair Robert Roschman are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
FG Group Holdings Inc.	12/06/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
FG Group Holdings Inc.	12/06/2023	Management	9	Yes	Ratify Haskell & White LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
FG Group Holdings Inc.	12/06/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fiesta Restaurant Group, Inc.	10/24/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The offer represents a 7.1 percent discount to FRGI's pre-announcement 52-week high closing price. Nonetheless, the unaffected price appears to be a more appropriate anchor value, and the offer represents an 8.1 percent premium to that price. Moreover, the sale process appears to have been thorough, and there is downside risk of non-approval. In consideration of these factors, a vote FOR the proposed transaction is warranted.
Fiesta Restaurant Group, Inc.	10/24/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards will automatically accelerate upon the merger completion, cash severance is double trigger and reasonably based. In addition, no excise tax gross-ups are payable.
Fiesta Restaurant Group, Inc.	10/24/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted.
Flexsteel Industries, Inc.	12/13/2023	Management	1	Yes	Elect Director Matthew A. Kaness	For	For	For	For	WITHHOLD votes for incumbent Audit Committee member Jeanne McGovern are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Flexsteel Industries, Inc.	12/13/2023	Management	2	Yes	Elect Director Thomas M. Levine	For	For	For	For	WITHHOLD votes for incumbent Audit Committee member Jeanne McGovern are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Flexsteel Industries, Inc.	12/13/2023	Management	3	Yes	Elect Director Jeanne McGovern	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee member Jeanne McGovern are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Flexsteel Industries, Inc.	12/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Franchise Group, Inc.	08/17/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The board appears to have conducted a reasonably thorough review of strategic alternatives and the offer represents a premium to the unaffected date price. Moreover, the all-cash nature of the transaction provides shareholders liquidity and certainty of value, and the outperformance of FRG shares relative to the broader sector indicates potential downside risk of non-approval.
Franchise Group, Inc.	08/17/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.
Franchise Group, Inc.	08/17/2023	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although equity awards will automatically accelerate upon merger completion, cash severance is double trigger and reasonably based. In addition, no excise tax gross-ups are payable.
Frequency Electronics, Inc.	10/05/2023	Management	1	Yes	Elect Director Jonathan Brolin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee members Lance Lord, Jonathan Brolin, and Richard Schwartz are warranted for failing to establish gender diversity on the board. A vote FOR Russell M. Sarachek is warranted.
Frequency Electronics, Inc.	10/05/2023	Management	2	Yes	Elect Director Lance W. Lord	For	Withhold	Withhold	Withhold	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee members Lance Lord, Jonathan Brolin, and Richard Schwartz are warranted for failing to establish gender diversity on the board. A vote FOR Russell M. Sarachek is warranted.
Frequency Electronics, Inc.	10/05/2023	Management	3	Yes	Elect Director Russell M. Sarachek	For	For	For	For	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee members Lance Lord, Jonathan Brolin, and Richard Schwartz are warranted for failing to establish gender diversity on the board. A vote FOR Russell M. Sarachek is warranted.
Frequency Electronics, Inc.	10/05/2023	Management	4	Yes	Elect Director Richard Schwartz	For	Withhold	Withhold	Withhold	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee members Lance Lord, Jonathan Brolin, and Richard Schwartz are warranted for failing to establish gender diversity on the board. A vote FOR Russell M. Sarachek is warranted.
Frequency Electronics, Inc.	10/05/2023	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Frequency Electronics, Inc.	10/05/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Freshpet, Inc.	10/10/2023	Management	1	Yes	Elect Director Olu Beck	For	For	For	For	A vote FOR all director nominees is warranted.
Freshpet, Inc.	10/10/2023	Management	2	Yes	Elect Director William B. Cyr	For	For	For	For	A vote FOR all director nominees is warranted.
Freshpet, Inc.	10/10/2023	Management	3	Yes	Elect Director Leta D. Priest	For	For	For	For	A vote FOR all director nominees is warranted.
Freshpet, Inc.	10/10/2023	Management	4	Yes	Elect Director David J. West	For	For	For	For	A vote FOR all director nominees is warranted.
Freshpet, Inc.	10/10/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Freshpet, Inc.	10/10/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. A pay-for-performance misalignment exists for the year under review; however, mitigating factors have been identified. Annual incentives were entirely performance-based, while below target payouts were in-line with recent company performance. In addition, the CEO did not receive long-term incentives for the year in review following a front-loaded award granted in FY20. However, continued monitoring of the committee's pay decisions are warranted, as the new CFO's inducement awards were entirely time-based.

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Friedman Industries, Incorporated	09/13/2023	Management	1	Yes	Elect Director Michael J. Taylor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Durga Agrawal are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. WITHHOLD votes for audit committee members Max Reichenenthal, Joel Spira, and Tim Stevenson are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for governance committee members Max Reichenenthal, Sandra (Sandy) Scott, Tim Stevenson, Sharon Taylor, and Joe Williams are warranted for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability from amending the bylaws.
Friedman Industries, Incorporated	09/13/2023	Management	2	Yes	Elect Director Durga D. Agrawal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Durga Agrawal are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. WITHHOLD votes for audit committee members Max Reichenenthal, Joel Spira, and Tim Stevenson are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for governance committee members Max Reichenenthal, Sandra (Sandy) Scott, Tim Stevenson, Sharon Taylor, and Joe Williams are warranted for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability from amending the bylaws.
Friedman Industries, Incorporated	09/13/2023	Management	3	Yes	Elect Director Max Reichenenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Durga Agrawal are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. WITHHOLD votes for audit committee members Max Reichenenthal, Joel Spira, and Tim Stevenson are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for governance committee members Max Reichenenthal, Sandra (Sandy) Scott, Tim Stevenson, Sharon Taylor, and Joe Williams are warranted for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability from amending the bylaws.
Friedman Industries, Incorporated	09/13/2023	Management	4	Yes	Elect Director Sandy Scott	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Durga Agrawal are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. WITHHOLD votes for audit committee members Max Reichenenthal, Joel Spira, and Tim Stevenson are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for governance committee members Max Reichenenthal, Sandra (Sandy) Scott, Tim Stevenson, Sharon Taylor, and Joe Williams are warranted for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability from amending the bylaws.
Friedman Industries, Incorporated	09/13/2023	Management	5	Yes	Elect Director Joel Spira	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Durga Agrawal are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. WITHHOLD votes for audit committee members Max Reichenenthal, Joel Spira, and Tim Stevenson are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for governance committee members Max Reichenenthal, Sandra (Sandy) Scott, Tim Stevenson, Sharon Taylor, and Joe Williams are warranted for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability from amending the bylaws.
Friedman Industries, Incorporated	09/13/2023	Management	6	Yes	Elect Director Tim Stevenson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Durga Agrawal are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. WITHHOLD votes for audit committee members Max Reichenenthal, Joel Spira, and Tim Stevenson are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for governance committee members Max Reichenenthal, Sandra (Sandy) Scott, Tim Stevenson, Sharon Taylor, and Joe Williams are warranted for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability from amending the bylaws.

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Friedman Industries, Incorporated	09/13/2023	Management	7	Yes	Elect Director Sharon Taylor	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Durga Agrawal are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. WITHHOLD votes for audit committee members Max Reichenenthal, Joel Spira, and Tim Stevenson are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for governance committee members Max Reichenenthal, Sandra (Sandy) Scott, Tim Stevenson, Sharon Taylor, and Joe Williams are warranted for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability from amending the bylaws.
Friedman Industries, Incorporated	09/13/2023	Management	8	Yes	Elect Director Joe L. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Durga Agrawal are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. WITHHOLD votes for audit committee members Max Reichenenthal, Joel Spira, and Tim Stevenson are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for governance committee members Max Reichenenthal, Sandra (Sandy) Scott, Tim Stevenson, Sharon Taylor, and Joe Williams are warranted for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability from amending the bylaws.
Friedman Industries, Incorporated	09/13/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Friedman Industries, Incorporated	09/13/2023	Management	10	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
FutureFuel Corp.	09/19/2023	Management	1	Yes	Elect Director Paul M. Manheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Manheim, Paul A. Novelly II and Rose Sparks are warranted for lack of a majority independent board. WITHHOLD votes for Paul Manheim are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Paul Manheim for lack of racial or ethnic diversity on the board.
FutureFuel Corp.	09/19/2023	Management	2	Yes	Elect Director Paul A. Novelly, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Manheim, Paul A. Novelly II and Rose Sparks are warranted for lack of a majority independent board. WITHHOLD votes for Paul Manheim are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Paul Manheim for lack of racial or ethnic diversity on the board.
FutureFuel Corp.	09/19/2023	Management	3	Yes	Elect Director Rose M. Sparks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Manheim, Paul A. Novelly II and Rose Sparks are warranted for lack of a majority independent board. WITHHOLD votes for Paul Manheim are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Paul Manheim for lack of racial or ethnic diversity on the board.
FutureFuel Corp.	09/19/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although pay to the new CEO increased year-over-year due to a change in compensation arrangements, CEO compensation remained well below the median of similarly situated peers. Further, aggregate bonus payouts to NEOs for FY22 were relatively modest and a more formal cash bonus program will be implemented for FY23.
FutureFuel Corp.	09/19/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FutureFuel Corp.	09/19/2023	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
G-III Apparel Group, Ltd.	10/10/2023	Management	1	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 10.39 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
G-III Apparel Group, Ltd.	10/10/2023	Management	2	Yes	Adjourn Meeting	For	For	Against	Against	A vote AGAINST this proposal is warranted, as Item 1 does not merit shareholder support.
GMS Inc.	10/18/2023	Management	1	Yes	Elect Director Lisa M. Bachmann	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	2	Yes	Elect Director Peter C. Browning	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	3	Yes	Elect Director John J. Gavin	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	4	Yes	Elect Director Theron I. Gilliam	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	5	Yes	Elect Director Mitchell B. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	6	Yes	Elect Director Teri P. McClure	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	7	Yes	Elect Director Randolph W. Melville	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	8	Yes	Elect Director J. David Smith	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	9	Yes	Elect Director John C. Turner, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
GMS Inc.	10/18/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
GMS Inc.	10/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GMS Inc.	10/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Graham Corporation	08/22/2023	Management	1	Yes	Elect Director James J. Barber	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Barber are warranted for serving as a non-independent member of a key board committee. A vote FOR Troy A. Stoner is warranted.
Graham Corporation	08/22/2023	Management	2	Yes	Elect Director Troy A. Stoner	For	For	For	For	WITHHOLD votes for James (Jim) Barber are warranted for serving as a non-independent member of a key board committee. A vote FOR Troy A. Stoner is warranted.
Graham Corporation	08/22/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.

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Graham Corporation	08/22/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Graham Corporation	08/22/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Graham Corporation	08/22/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Greenhill & Co., Inc.	08/16/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the premium to recent trading levels and the cash form of consideration, which provides liquidity and certainty of value, as well as the potential downside risk of non-approval.
Greenhill & Co., Inc.	08/16/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although performance equity awards are single trigger, outstanding time-based equity will be assumed by the surviving entity in the form of deferred cash, and will remain subject to existing vesting conditions (double trigger). Moreover, NEOs are not eligible for any cash severance and outstanding deferred cash awards are also double trigger.
Greenhill & Co., Inc.	08/16/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.
Greenlight Capital Re, Ltd.	07/25/2023	Management	1	Yes	Elect Director Simon Burton	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	2	Yes	Elect Director David Einhorn	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	3	Yes	Elect Director Johnny Ferrari	For	For	For	For	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	4	Yes	Elect Director Ursuline Foley	For	For	For	For	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	5	Yes	Elect Director Leonard Goldberg	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	6	Yes	Elect Director Victoria Guest	For	For	For	For	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	7	Yes	Elect Director Ian Isaacs	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	8	Yes	Elect Director Bryan Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	9	Yes	Elect Director Joseph Platt	For	For	For	For	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	10	Yes	Elect Director Daniel Roitman	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs, Bryan Murphy and Daniel Roitman are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	11	Yes	Elect Simon Burton as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	12	Yes	Elect David Einhorn as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	13	Yes	Elect Johnny Ferrari as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	14	Yes	Elect Ursuline Foley as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	15	Yes	Elect Leonard Goldberg as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	16	Yes	Elect Victoria Guest as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	17	Yes	Elect Ian Isaacs as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	18	Yes	Elect Bryan Murphy as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	19	Yes	Elect Joseph Platt as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	20	Yes	Elect Daniel Roitman as Greenlight Reinsurance, Ltd. Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	21	Yes	Elect Michael Brady as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	22	Yes	Elect Bryan Murphy as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	23	Yes	Elect Patrick O'Brien as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	24	Yes	Elect Brid Quigley as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.

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Greenlight Capital Re, Ltd.	07/25/2023	Management	25	Yes	Elect Daniel Roitman as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	26	Yes	Elect Faramarz Romer as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	27	Yes	Ratify Deloitte Ltd. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	28	Yes	Ratify Deloitte & Touche LLP as Auditors of Greenlight Reinsurance	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	29	Yes	Ratify Deloitte Ireland LLP as Auditors of GRIL	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Greenlight Capital Re, Ltd.	07/25/2023	Management	30	Yes	Approve Re-Designation Resolution	For	For	For	For	A vote FOR this proposal is warranted as it would result in the collapse of the company's current dual-class capital structure, thereby improving shareholder rights.
Greenlight Capital Re, Ltd.	07/25/2023	Management	31	Yes	Amend Articles	For	For	For	For	A vote FOR these proposals is warranted as they are largely housekeeping in nature and would not adversely impact shareholder rights.
Greenlight Capital Re, Ltd.	07/25/2023	Management	32	Yes	Amend Articles	For	For	For	For	A vote FOR these proposals is warranted as they are largely housekeeping in nature and would not adversely impact shareholder rights.
Greenlight Capital Re, Ltd.	07/25/2023	Management	33	Yes	Amend Articles	For	For	For	For	A vote FOR these proposals is warranted as they are largely housekeeping in nature and would not adversely impact shareholder rights.
Greenlight Capital Re, Ltd.	07/25/2023	Management	34	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Greenlight Capital Re, Ltd.	07/25/2023	Management	35	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Greenlight Capital Re, Ltd.	07/25/2023	Management	36	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Grid Dynamics Holdings, Inc.	12/19/2023	Management	1	Yes	Elect Director Leonard Livschitz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Leonard Livschitz, Marina Levinson, and Shuo Zhang given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
Grid Dynamics Holdings, Inc.	12/19/2023	Management	2	Yes	Elect Director Shuo Zhang	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Leonard Livschitz, Marina Levinson, and Shuo Zhang given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
Grid Dynamics Holdings, Inc.	12/19/2023	Management	3	Yes	Elect Director Marina Levinson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Leonard Livschitz, Marina Levinson, and Shuo Zhang given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
Grid Dynamics Holdings, Inc.	12/19/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Grid Dynamics Holdings, Inc.	12/19/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Grid Dynamics Holdings, Inc.	12/19/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
GSI Technology, Inc.	08/24/2023	Management	1	Yes	Elect Director Lee-Lean Shu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/24/2023	Management	2	Yes	Elect Director Jack A. Bradley	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/24/2023	Management	3	Yes	Elect Director Elizabeth Cholowsky	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/24/2023	Management	4	Yes	Elect Director Haydn Hsieh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/24/2023	Management	5	Yes	Elect Director Barbara Nelson	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/24/2023	Management	6	Yes	Elect Director Ruey L. Lu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/24/2023	Management	7	Yes	Elect Director Robert Yau	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/24/2023	Management	8	Yes	Ratify BDO USA, P.A. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GSI Technology, Inc.	08/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GSI Technology, Inc.	08/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
GSI Technology, Inc.	08/24/2023	Management	11	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Guidewire Software, Inc.	12/19/2023	Management	1	Yes	Elect Director Marcus S. Ryu	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	2	Yes	Elect Director Paul Lavin	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	3	Yes	Elect Director Mike Rosenbaum	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	4	Yes	Elect Director David S. Bauer	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	5	Yes	Elect Director Margaret Dillon	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	6	Yes	Elect Director Michael C. Keller	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	7	Yes	Elect Director Catherine P. Lego	For	For	For	For	A vote FOR the director nominees is warranted.

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Guidewire Software, Inc.	12/19/2023	Management	8	Yes	Elect Director Rajani Ramanathan	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Guidewire Software, Inc.	12/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Guidewire Software, Inc.	12/19/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Haemonetics Corporation	08/04/2023	Management	1	Yes	Elect Director Robert E. Abernathy	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/04/2023	Management	2	Yes	Elect Director Michael J. Coyle	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/04/2023	Management	3	Yes	Elect Director Charles J. Dockendorff	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/04/2023	Management	4	Yes	Elect Director Lloyd E. Johnson	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/04/2023	Management	5	Yes	Elect Director Mark W. Kroll	For	For	Withhold	Withhold	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/04/2023	Management	6	Yes	Elect Director Claire Pomeroy	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/04/2023	Management	7	Yes	Elect Director Christopher A. Simon	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/04/2023	Management	8	Yes	Elect Director Ellen M. Zane	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/04/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely based on pre-set financial metrics and half of the long-term equity consists of performance-based equity and utilizes multi-year performance periods with a vesting cap in the event of negative absolute TSR. Additionally, closing-cycle PSUs were forfeited based on relative TSR performance.
Haemonetics Corporation	08/04/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Haemonetics Corporation	08/04/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Haemonetics Corporation	08/04/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hallmark Financial Services, Inc.	10/05/2023	Management	1	Yes	Amend Securities Transfer Restrictions Related to NOL Protective	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the expiration date is unspecified.
Hallmark Financial Services, Inc.	10/05/2023	Management	2	Yes	Authorize a New Class of Common Stock and Blank Check Preferr	For	Against	Against	Against	A vote AGAINST this bundled proposal is warranted given that the authorization of Class A common shares would establish a problematic capital structure with unequal voting rights and that the board has not specifically stated that the preferred shares may not be used for antitakeover purposes in the future.
Hallmark Financial Services, Inc.	10/05/2023	Management	3	Yes	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as Item 1 and 2 do not merit shareholder support.
Hallmark Financial Services, Inc.	10/05/2023	Management	4	Yes	Elect Director Mark E. Schwarz	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Schwarz and Scott Berlin are warranted for lack of a majority independent board. Votes AGAINST Scott Berlin are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Scott Berlin, Mark Pape and Doug Slape are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Nominating Committee chair Scott Berlin are warranted for failing to establish gender diversity on the board.
Hallmark Financial Services, Inc.	10/05/2023	Management	5	Yes	Elect Director Scott T. Berlin	For	Against	Against	Against	Votes AGAINST non-independent nominees Mark Schwarz and Scott Berlin are warranted for lack of a majority independent board. Votes AGAINST Scott Berlin are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Scott Berlin, Mark Pape and Doug Slape are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Nominating Committee chair Scott Berlin are warranted for failing to establish gender diversity on the board.
Hallmark Financial Services, Inc.	10/05/2023	Management	6	Yes	Elect Director Mark E. Pape	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Schwarz and Scott Berlin are warranted for lack of a majority independent board. Votes AGAINST Scott Berlin are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Scott Berlin, Mark Pape and Doug Slape are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Nominating Committee chair Scott Berlin are warranted for failing to establish gender diversity on the board.
Hallmark Financial Services, Inc.	10/05/2023	Management	7	Yes	Elect Director Doug Slape	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Schwarz and Scott Berlin are warranted for lack of a majority independent board. Votes AGAINST Scott Berlin are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Scott Berlin, Mark Pape and Doug Slape are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Nominating Committee chair Scott Berlin are warranted for failing to establish gender diversity on the board.
Hallmark Financial Services, Inc.	10/05/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.
Hallmark Financial Services, Inc.	10/05/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hawkins, Inc.	08/02/2023	Management	1	Yes	Elect Director James A. Faulconbridge	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/02/2023	Management	2	Yes	Elect Director Patrick H. Hawkins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hawkins, Inc.	08/02/2023	Management	3	Yes	Elect Director Yi "Faith" Tang	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/02/2023	Management	4	Yes	Elect Director Mary J. Schumacher	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/02/2023	Management	5	Yes	Elect Director Daniel J. Stauber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/02/2023	Management	6	Yes	Elect Director James T. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/02/2023	Management	7	Yes	Elect Director Jeffrey L. Wright	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/02/2023	Management	8	Yes	Elect Director Jeffrey E. Spethmann	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/02/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hawkins, Inc.	08/02/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hawkins, Inc.	08/02/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Heritage-Crystal Clean, Inc.	10/10/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board's decision to forgo an auction process is a cause for concern, since investors lack market-based evidence that the deal presented in fact represents the best available alternative. This concern is mitigated partly by the results of the 2021 sales process which appears to have been sufficiently broad and helped to inform the board's view on potential alternatives and valuations, the negotiations between the board and JFLCO, which resulted in multiple increases in the proposed merger consideration, and the go-shop following the merger announcement, which did not result in any competing proposals. In light of these considerations, along with the premium to the all-time closing high, the potential downside risk of non-approval, and the fact that the merger consideration provides liquidity and certainty of value for shareholders, support FOR the proposed transaction is warranted.
Heritage-Crystal Clean, Inc.	10/10/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although NEOs' potential cash severance is double trigger and not excessive, outstanding equity awards will auto-accelerate. More concerning is that the CEO is estimated to receive a problematic excise tax gross up.
Heritage-Crystal Clean, Inc.	10/10/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
HomeTrust Bancshares, Inc.	11/13/2023	Management	1	Yes	Elect Director Robert E. James, Jr.	For	For	For	For	WITHHOLD votes for Craig Koontz and F. K. McFarland III are warranted for serving as non-independent members of a key board committee. A vote FOR Robert E. James, Jr. is warranted.
HomeTrust Bancshares, Inc.	11/13/2023	Management	2	Yes	Elect Director Craig C. Koontz	For	For	Withhold	Withhold	WITHHOLD votes for Craig Koontz and F. K. McFarland III are warranted for serving as non-independent members of a key board committee. A vote FOR Robert E. James, Jr. is warranted.
HomeTrust Bancshares, Inc.	11/13/2023	Management	3	Yes	Elect Director F. K. McFarland, III	For	For	Withhold	Withhold	WITHHOLD votes for Craig Koontz and F. K. McFarland III are warranted for serving as non-independent members of a key board committee. A vote FOR Robert E. James, Jr. is warranted.
HomeTrust Bancshares, Inc.	11/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
HomeTrust Bancshares, Inc.	11/13/2023	Management	5	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Houlihan Lokey, Inc.	09/20/2023	Management	1	Yes	Elect Director Irwin N. Gold	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Cyrus Walker given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Governance Committee Chair Cyrus Walker due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are warranted for Irwin Gold because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Gillian B. Zucker is warranted.
Houlihan Lokey, Inc.	09/20/2023	Management	2	Yes	Elect Director Cyrus D. Walker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Cyrus Walker given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Governance Committee Chair Cyrus Walker due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are warranted for Irwin Gold because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Gillian B. Zucker is warranted.

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Houlihan Lokey, Inc.	09/20/2023	Management	3	Yes	Elect Director Gillian B. Zucker	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Cyrus Walker given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Governance Committee Chair Cyrus Walker due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are warranted for Irwin Gold because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Gillian B. Zucker is warranted.
Houlihan Lokey, Inc.	09/20/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Houlihan Lokey, Inc.	09/20/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Houlihan Lokey, Inc.	09/20/2023	Management	6	Yes	Amend Certificate of Incorporation to Provide for the Exculpation of	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and the board which will decide on the company's response to any shareholder litigation lacks accountability.
IBEX Limited	12/06/2023	Management	1	Yes	Fix Number of Directors at Eight	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
IBEX Limited	12/06/2023	Management	2	Yes	Elect Director Mohammed Khaishgi	For	Against	Against	Against	Votes AGAINST non-independent nominees Mohammadullah Khan (Mohammed) Khaishgi and Shuja Keen are warranted: * for lack of a majority independent board; * for serving as non-independent members of a key board committee; and * as nominating committee members, for maintaining a problematic voting structure. Votes AGAINST Mohammadullah Khan (Mohammed) Khaishgi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. A vote FOR the remaining director nominee, John Leone, is warranted.
IBEX Limited	12/06/2023	Management	3	Yes	Elect Director Shuja Keen	For	Against	Against	Against	Votes AGAINST non-independent nominees Mohammadullah Khan (Mohammed) Khaishgi and Shuja Keen are warranted: * for lack of a majority independent board; * for serving as non-independent members of a key board committee; and * as nominating committee members, for maintaining a problematic voting structure. Votes AGAINST Mohammadullah Khan (Mohammed) Khaishgi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. A vote FOR the remaining director nominee, John Leone, is warranted.
IBEX Limited	12/06/2023	Management	4	Yes	Elect Director John Leone	For	For	For	For	Votes AGAINST non-independent nominees Mohammadullah Khan (Mohammed) Khaishgi and Shuja Keen are warranted: * for lack of a majority independent board; * for serving as non-independent members of a key board committee; and * as nominating committee members, for maintaining a problematic voting structure. Votes AGAINST Mohammadullah Khan (Mohammed) Khaishgi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws which adversely impacts shareholder rights. A vote FOR the remaining director nominee, John Leone, is warranted.
IBEX Limited	12/06/2023	Management	5	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
IDT Corporation	12/13/2023	Management	1	Yes	Elect Director Michael Chenkin	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Elaine Yatzkan are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair Eric Cosentino are warranted for lack of racial/ethnic diversity on the board. Votes AGAINST Governance Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST incumbent Compensation Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted due to concerns with respect to the problematic modified single-trigger severance provision embedded in legacy agreements and the lack of risk mitigating features that may benefit shareholders
IDT Corporation	12/13/2023	Management	2	Yes	Elect Director Eric F. Cosentino	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Elaine Yatzkan are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair Eric Cosentino are warranted for lack of racial/ethnic diversity on the board. Votes AGAINST Governance Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST incumbent Compensation Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted due to concerns with respect to the problematic modified single-trigger severance provision embedded in legacy agreements and the lack of risk mitigating features that may benefit shareholders

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IDT Corporation	12/13/2023	Management	3	Yes	Elect Director Howard S. Jonas	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Elaine Yatzkan are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair Eric Cosentino are warranted for lack of racial/ethnic diversity on the board. Votes AGAINST Governance Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST incumbent Compensation Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted due to concerns with respect to the problematic modified single-trigger severance provision embedded in legacy agreements and the lack of risk mitigating features that may benefit shareholders
IDT Corporation	12/13/2023	Management	4	Yes	Elect Director Judah Schorr	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Elaine Yatzkan are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair Eric Cosentino are warranted for lack of racial/ethnic diversity on the board. Votes AGAINST Governance Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST incumbent Compensation Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted due to concerns with respect to the problematic modified single-trigger severance provision embedded in legacy agreements and the lack of risk mitigating features that may benefit shareholders
IDT Corporation	12/13/2023	Management	5	Yes	Elect Director Elaine S. Yatzkan	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Elaine Yatzkan are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Nominating Committee chair Eric Cosentino are warranted for lack of racial/ethnic diversity on the board. Votes AGAINST Governance Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST incumbent Compensation Committee members Eric Cosentino, Michael Chenkin and Judah Schorr are warranted due to concerns with respect to the problematic modified single-trigger severance provision embedded in legacy agreements and the lack of risk mitigating features that may benefit shareholders
IDT Corporation	12/13/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
IDT Corporation	12/13/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan permits repricing and exchange of grants without prior shareholder approval. * The plan permits cash buyout of awards without prior shareholder approval.
Immunovant, Inc.	08/21/2023	Management	1	Yes	Elect Director Peter Salzmann	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Peter (Pete) Salzmann are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Peter (Pete) Salzmann, Douglas (Doug) Hughes, and George Migauskay for failing to establish gender diversity on the board and given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for compensation committee member Douglas (Doug) Hughes due to consecutive years of high pay to the non-employee chairman without a reasonable rationale disclosed.
Immunovant, Inc.	08/21/2023	Management	2	Yes	Elect Director Douglas Hughes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Peter (Pete) Salzmann are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Peter (Pete) Salzmann, Douglas (Doug) Hughes, and George Migauskay for failing to establish gender diversity on the board and given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for compensation committee member Douglas (Doug) Hughes due to consecutive years of high pay to the non-employee chairman without a reasonable rationale disclosed.
Immunovant, Inc.	08/21/2023	Management	3	Yes	Elect Director George Migauskay	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Peter (Pete) Salzmann are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Peter (Pete) Salzmann, Douglas (Doug) Hughes, and George Migauskay for failing to establish gender diversity on the board and given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for compensation committee member Douglas (Doug) Hughes due to consecutive years of high pay to the non-employee chairman without a reasonable rationale disclosed.
Immunovant, Inc.	08/21/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Immunovant, Inc.	08/21/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time

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Inter Parfums, Inc.	09/14/2023	Management	1	Yes	Elect Director Jean Madar	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	2	Yes	Elect Director Philippe Benacin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	3	Yes	Elect Director Philippe Santi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	4	Yes	Elect Director Francois Heilbronn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	5	Yes	Elect Director Robert Bensoussan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	6	Yes	Elect Director Veronique Gabai-Pinsky	For	For	For	For	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	7	Yes	Elect Director Gilbert Harrison	For	For	For	For	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	8	Yes	Elect Director Michel Atwood	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	9	Yes	Elect Director Gerard Kappauf ("Kappauf")	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Francois Heilbronn, Gerard (Kappauf) Kappauf, and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bensoussan-Torres and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/14/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Inter Parfums, Inc.	09/14/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Inter Parfums, Inc.	09/14/2023	Management	12	Yes	Amend Stock Option Plan	For	For	For	For	Based on an analysis of the plan amendment, a vote FOR this proposal is warranted.
Inter Parfums, Inc.	09/14/2023	Management	13	Yes	Ratify Mazars USA LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
iRobot Corporation	10/12/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Despite a reduction in the merger consideration under the amended merger agreement, shareholders are receiving a premium at announcement and a sizeable premium to current trading prices. While the current deal spread is likely driven by concerns that the deal may not receive the requisite regulatory approvals, it does not impact the logic behind supporting the transaction. The reduction in the merger consideration is roughly in line with the additional capital raised by the company which was necessitated by the sharp decline in revenues and profitability. Lastly, there appears to be a potential downside risk of non-approval given the poor operating performance following the announcement of the initial merger agreement. As such, support FOR the proposed amended transaction is warranted.

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iRobot Corporation	10/12/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Equity vesting and cash severance are double trigger. In addition, no excise tax gross-ups are expected.
iRobot Corporation	10/12/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Iteris, Inc.	09/07/2023	Management	1	Yes	Elect Director J. Joseph "Joe" Bergera	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09/07/2023	Management	2	Yes	Elect Director Gary Hall	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09/07/2023	Management	3	Yes	Elect Director Gerard M. Mooney	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09/07/2023	Management	4	Yes	Elect Director Laura L. Siegal	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09/07/2023	Management	5	Yes	Elect Director Thomas L. Thomas	For	For	Against	Against	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09/07/2023	Management	6	Yes	Elect Director Kimberly Valentine-Poska	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09/07/2023	Management	7	Yes	Elect Director Dennis W. Zank	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09/07/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Iteris, Inc.	09/07/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
IVERIC bio, Inc.	07/06/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the board's reasonably thorough review of alternatives, the implied premium, and the certainty of the all-cash offer. In addition, the IVERIC share price has materially outperformed the comparator index to date, which represents downside risk of non-approval.
IVERIC bio, Inc.	07/06/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although NEOs' equity awards will auto-accelerate upon the closing of the merger, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
IVERIC bio, Inc.	07/06/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.
James River Group Holdings, Ltd.	07/27/2023	Management	1	Yes	Elect Director Dennis J. Langwell	For	For	For	For	A vote FOR the director nominees is warranted.
James River Group Holdings, Ltd.	07/27/2023	Management	2	Yes	Elect Director Peter B. Migliorato	For	For	For	For	A vote FOR the director nominees is warranted.
James River Group Holdings, Ltd.	07/27/2023	Management	3	Yes	Elect Director Ollie L. Sherman, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
James River Group Holdings, Ltd.	07/27/2023	Management	4	Yes	Elect Director Frank N. D'Orazio	For	For	For	For	A vote FOR the director nominees is warranted.
James River Group Holdings, Ltd.	07/27/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
James River Group Holdings, Ltd.	07/27/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
John B. Sanfilippo & Son, Inc.	11/02/2023	Management	1	Yes	Elect Director Pamela Forbes Lieberman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Pamela Forbes Lieberman, Mercedes Romero, and Ellen Taaffe are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominee Ellen Taaffe are warranted for lack of a majority independent board. WITHHOLD votes for Ellen Taaffe are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Pamela Forbes Lieberman, Ellen Taaffe, and Mercedes Romero are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.
John B. Sanfilippo & Son, Inc.	11/02/2023	Management	2	Yes	Elect Director Mercedes Romero	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Pamela Forbes Lieberman, Mercedes Romero, and Ellen Taaffe are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominee Ellen Taaffe are warranted for lack of a majority independent board. WITHHOLD votes for Ellen Taaffe are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Pamela Forbes Lieberman, Ellen Taaffe, and Mercedes Romero are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.
John B. Sanfilippo & Son, Inc.	11/02/2023	Management	3	Yes	Elect Director Ellen C. Taaffe	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Pamela Forbes Lieberman, Mercedes Romero, and Ellen Taaffe are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominee Ellen Taaffe are warranted for lack of a majority independent board. WITHHOLD votes for Ellen Taaffe are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Pamela Forbes Lieberman, Ellen Taaffe, and Mercedes Romero are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.
John B. Sanfilippo & Son, Inc.	11/02/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
John B. Sanfilippo & Son, Inc.	11/02/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
John B. Sanfilippo & Son, Inc.	11/02/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
John B. Sanfilippo & Son, Inc.	11/02/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
John Wiley & Sons, Inc.	09/28/2023	Management	1	Yes	Elect Directors Beth A. Birnbaum	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Beth Birnbaum and Brian Hemphill for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR Inder M. Singh is warranted.
John Wiley & Sons, Inc.	09/28/2023	Management	2	Yes	Elect Directors Brian O. Hemphill	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Beth Birnbaum and Brian Hemphill for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR Inder M. Singh is warranted.

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John Wiley & Sons, Inc.	09/28/2023	Management	3	Yes	Elect Directors Inder M. Singh	For	For	For	For	WITHHOLD votes are warranted for governance committee members Beth Birnbaum and Brian Hemphill for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR Inder M. Singh is warranted.
John Wiley & Sons, Inc.	09/28/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
John Wiley & Sons, Inc.	09/28/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
John Wiley & Sons, Inc.	09/28/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Kearny Financial Corp.	10/26/2023	Management	1	Yes	Elect Director Theodore J. Aanensen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Theodore Aanensen, Joseph Mazza and John Regan are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Kearny Financial Corp.	10/26/2023	Management	2	Yes	Elect Director Curtland E. Fields	For	For	For	For	WITHHOLD votes for non-independent nominees Theodore Aanensen, Joseph Mazza and John Regan are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Kearny Financial Corp.	10/26/2023	Management	3	Yes	Elect Director Joseph P. Mazza	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Theodore Aanensen, Joseph Mazza and John Regan are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Kearny Financial Corp.	10/26/2023	Management	4	Yes	Elect Director Charles J. Pivrotto	For	For	For	For	WITHHOLD votes for non-independent nominees Theodore Aanensen, Joseph Mazza and John Regan are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Kearny Financial Corp.	10/26/2023	Management	5	Yes	Elect Director John F. Regan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Theodore Aanensen, Joseph Mazza and John Regan are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Kearny Financial Corp.	10/26/2023	Management	6	Yes	Elect Director Melvina Wong-Zaza	For	For	For	For	WITHHOLD votes for non-independent nominees Theodore Aanensen, Joseph Mazza and John Regan are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Kearny Financial Corp.	10/26/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kearny Financial Corp.	10/26/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kennametal, Inc.	10/24/2023	Management	1	Yes	Elect Director Joseph Alvarado	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	2	Yes	Elect Director Cindy L. Davis	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	3	Yes	Elect Director William J. Harvey	For	For	Withhold	Withhold	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	4	Yes	Elect Director William M. Lambert	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	5	Yes	Elect Director Lorraine M. Martin	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	6	Yes	Elect Director Sagar A. Patel	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	7	Yes	Elect Director Christopher Rossi	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	8	Yes	Elect Director Paul Sternlieb	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	9	Yes	Elect Director Lawrence W. Strangoener	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	10	Yes	Elect Director Steven H. Wunning	For	For	Withhold	Withhold	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	10/24/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kennametal, Inc.	10/24/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as mitigating factors for this year's pay-for-performance misalignment have been identified. While some concerns are noted, annual incentives were primarily determined by pre-set objective metrics with clearly disclosed goals, and the FY24 annual incentive will be entirely determined by objective metrics. Moreover, a majority of long-term incentives were performance conditioned and forward-looking performance targets are disclosed. However, continued monitoring is warranted given the relatively short one-year performance periods for most PSUs and the increase in the underlying award value in FY23.
Kennametal, Inc.	10/24/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kewaunee Scientific Corporation	08/23/2023	Management	1	Yes	Elect Director Thomas D. Hull, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Rhind, Thomas Hull III and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for David Rhind and John Russell are also warranted for serving as non-independent members of a key board committee.
Kewaunee Scientific Corporation	08/23/2023	Management	2	Yes	Elect Director David S. Rhind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Rhind, Thomas Hull III and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for David Rhind and John Russell are also warranted for serving as non-independent members of a key board committee.
Kewaunee Scientific Corporation	08/23/2023	Management	3	Yes	Elect Director John D. Russell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Rhind, Thomas Hull III and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for David Rhind and John Russell are also warranted for serving as non-independent members of a key board committee.
Kewaunee Scientific Corporation	08/23/2023	Management	4	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Kewaunee Scientific Corporation	08/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kewaunee Scientific Corporation	08/23/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.99 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Key Tronic Corporation	10/26/2023	Management	1	Yes	Elect Director James R. Bean	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James (Jim) Bean for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is warranted.
Key Tronic Corporation	10/26/2023	Management	2	Yes	Elect Director Craig D. Gates	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James (Jim) Bean for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is warranted.
Key Tronic Corporation	10/26/2023	Management	3	Yes	Elect Director Ronald F. Klawitter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James (Jim) Bean for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is warranted.
Key Tronic Corporation	10/26/2023	Management	4	Yes	Elect Director Subodh K. Kulkarni	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James (Jim) Bean for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is warranted.
Key Tronic Corporation	10/26/2023	Management	5	Yes	Elect Director Yacov A. Shamash	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James (Jim) Bean for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is warranted.
Key Tronic Corporation	10/26/2023	Management	6	Yes	Elect Director Patrick Sweeney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James (Jim) Bean for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is warranted.
Key Tronic Corporation	10/26/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Key Tronic Corporation	10/26/2023	Management	8	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kimball Electronics, Inc.	11/17/2023	Management	1	Yes	Elect Director Robert J. Philipp	For	For	For	For	A vote FOR all director nominees is warranted.
Kimball Electronics, Inc.	11/17/2023	Management	2	Yes	Elect Director Richard D. Phillips	For	For	For	For	A vote FOR all director nominees is warranted.
Kimball Electronics, Inc.	11/17/2023	Management	3	Yes	Elect Director Gregory A. Thaxton	For	For	For	For	A vote FOR all director nominees is warranted.
Kimball Electronics, Inc.	11/17/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.59 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kimball Electronics, Inc.	11/17/2023	Management	5	Yes	Ratify Deloitte and Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kimball Electronics, Inc.	11/17/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Kingstone Companies, Inc.	08/09/2023	Management	1	Yes	Elect Director Barry B. Goldstein	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kingstone Companies, Inc.	08/09/2023	Management	2	Yes	Elect Director Meryl S. Golden	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kingstone Companies, Inc.	08/09/2023	Management	3	Yes	Elect Director Floyd R. Tupper	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kingstone Companies, Inc.	08/09/2023	Management	4	Yes	Elect Director Timothy P. McFadden	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kingstone Companies, Inc.	08/09/2023	Management	5	Yes	Elect Director William L. Yankus	For	For	For	For	A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kingstone Companies, Inc.	08/09/2023	Management	6	Yes	Elect Director Carla A. D'Andre	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kingstone Companies, Inc.	08/09/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Kingstone Companies, Inc.	08/09/2023	Management	8	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kingstone Companies, Inc.	08/09/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Korn Ferry	09/21/2023	Management	1	Yes	Elect Director Doyle N. Beneby	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	2	Yes	Elect Director Laura M. Bishop	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	3	Yes	Elect Director Gary D. Burnison	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	4	Yes	Elect Director Matthew J. Espe	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	5	Yes	Elect Director Charles L. Harrington	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	6	Yes	Elect Director Jerry P. Leamon	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	7	Yes	Elect Director Angel R. Martinez	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	8	Yes	Elect Director Debra J. Perry	For	For	Against	Against	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	9	Yes	Elect Director Lori J. Robinson	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Korn Ferry	09/21/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Korn Ferry	09/21/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Korn Ferry	09/21/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kyndryl Holdings, Inc.	07/27/2023	Management	1	Yes	Elect Director John D. Harris, II	For	For	For	For	A vote FOR the director nominees is warranted.
Kyndryl Holdings, Inc.	07/27/2023	Management	2	Yes	Elect Director Jana Schreuder	For	For	For	For	A vote FOR the director nominees is warranted.
Kyndryl Holdings, Inc.	07/27/2023	Management	3	Yes	Elect Director Howard I. Ungerleider	For	For	For	For	A vote FOR the director nominees is warranted.
Kyndryl Holdings, Inc.	07/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kyndryl Holdings, Inc.	07/27/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.71 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kyndryl Holdings, Inc.	07/27/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Lakeland Bancorp, Inc.	12/28/2023	Management	1	Yes	Elect Director Mark J. Fredericks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Fredericks, Janeth Hendershot and Robert Nicholson III are warranted for lack of a majority independent board. WITHHOLD votes for Mark Fredericks and Robert Nicholson III are also warranted for serving as non-independent members of a key board committee. A vote FOR James E. Hanson II is warranted.
Lakeland Bancorp, Inc.	12/28/2023	Management	2	Yes	Elect Director James E. Hanson, II	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Fredericks, Janeth Hendershot and Robert Nicholson III are warranted for lack of a majority independent board. WITHHOLD votes for Mark Fredericks and Robert Nicholson III are also warranted for serving as non-independent members of a key board committee. A vote FOR James E. Hanson II is warranted.
Lakeland Bancorp, Inc.	12/28/2023	Management	3	Yes	Elect Director Janeth C. Hendershot	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Fredericks, Janeth Hendershot and Robert Nicholson III are warranted for lack of a majority independent board. WITHHOLD votes for Mark Fredericks and Robert Nicholson III are also warranted for serving as non-independent members of a key board committee. A vote FOR James E. Hanson II is warranted.
Lakeland Bancorp, Inc.	12/28/2023	Management	4	Yes	Elect Director Robert B. Nicholson, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Fredericks, Janeth Hendershot and Robert Nicholson III are warranted for lack of a majority independent board. WITHHOLD votes for Mark Fredericks and Robert Nicholson III are also warranted for serving as non-independent members of a key board committee. A vote FOR James E. Hanson II is warranted.
Lakeland Bancorp, Inc.	12/28/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excise tax gross-up change-in-control provisions as well as equity award arrangements that provide for automatic accelerated vesting upon a change-in-control event.
Lakeland Bancorp, Inc.	12/28/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lancaster Colony Corporation	11/08/2023	Management	1	Yes	Elect Director Robert L. Fox	For	For	Withhold	Withhold	WITHHOLD votes for Robert Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lancaster Colony Corporation	11/08/2023	Management	2	Yes	Elect Director John B. Gerlach, Jr.	For	For	For	For	WITHHOLD votes for Robert Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lancaster Colony Corporation	11/08/2023	Management	3	Yes	Elect Director Robert P. Ostryniec	For	For	For	For	WITHHOLD votes for Robert Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lancaster Colony Corporation	11/08/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Lancaster Colony Corporation	11/08/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lancaster Colony Corporation	11/08/2023	Management	6	Yes	Ratify Deloitte & Touche, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lantronix, Inc.	11/07/2023	Management	1	Yes	Elect Director Philip Brace	For	For	For	For	A vote AGAINST Jason Cohenour is warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposals	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lantronix, Inc.	11/07/2023	Management	2	Yes	Elect Director Jason W. Cohenour	For	For	Against	Against	A vote AGAINST Jason Cohenour is warranted for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining nominees is warranted.
Lantronix, Inc.	11/07/2023	Management	3	Yes	Elect Director Phu Hoang	For	For	For	For	A vote AGAINST Jason Cohenour is warranted for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining nominees is warranted.
Lantronix, Inc.	11/07/2023	Management	4	Yes	Elect Director Hoshi Printer	For	For	Against	Against	A vote AGAINST Jason Cohenour is warranted for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining nominees is warranted.
Lantronix, Inc.	11/07/2023	Management	5	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lantronix, Inc.	11/07/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
La-Z-Boy Incorporated	08/29/2023	Management	1	Yes	Elect Director Erika L. Alexander	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	2	Yes	Elect Director Sarah M. Gallagher	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	3	Yes	Elect Director James P. Hackett	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	4	Yes	Elect Director Raza S. Haider	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	5	Yes	Elect Director Janet E. Kerr	For	For	Withhold	Withhold	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	6	Yes	Elect Director Mark S. LaVigne	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	7	Yes	Elect Director Michael T. Lawton	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	8	Yes	Elect Director Rebecca L. O'Grady	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	9	Yes	Elect Director Lauren B. Peters	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	10	Yes	Elect Director Melinda D. Whittington	For	For	For	For	WITHHOLD votes for Janet Kerr are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/29/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
La-Z-Boy Incorporated	08/29/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
La-Z-Boy Incorporated	08/29/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Legacy Housing Corporation	12/01/2023	Management	1	Yes	Elect Director Curtis D. Hodgson	For	For	For	For	A vote AGAINST Audit Committee member Jeffrey (Jeff) Stouder is warranted given the persistence of material weaknesses in the company's internal controls over multiple years.A vote AGAINST director nominees Francisco Coll and Jeffrey (Jeff) Stouder is warranted due to the following reasons:- as Nominating Committee members, for failing to establish gender diversity and racial and/or ethnic diversity on the board;- as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights; and- In the absence of a say-on-pay proposal, as Compensation Committee members, due to unmitigated pay-for-performance misalignment. The CEO received outsized equity awards and annual bonuses were largely discretionary. Further, a certain NEO's equity awards immediately vested upon grant.Votes FOR the remaining nominees are warranted.
Legacy Housing Corporation	12/01/2023	Management	2	Yes	Elect Director Kenneth E. Shipley	For	For	For	For	A vote AGAINST Audit Committee member Jeffrey (Jeff) Stouder is warranted given the persistence of material weaknesses in the company's internal controls over multiple years.A vote AGAINST director nominees Francisco Coll and Jeffrey (Jeff) Stouder is warranted due to the following reasons:- as Nominating Committee members, for failing to establish gender diversity and racial and/or ethnic diversity on the board;- as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights; and- In the absence of a say-on-pay proposal, as Compensation Committee members, due to unmitigated pay-for-performance misalignment. The CEO received outsized equity awards and annual bonuses were largely discretionary. Further, a certain NEO's equity awards immediately vested upon grant.Votes FOR the remaining nominees are warranted.
Legacy Housing Corporation	12/01/2023	Management	3	Yes	Elect Director Jeffrey K. Stouder	For	Against	Against	Against	A vote AGAINST Audit Committee member Jeffrey (Jeff) Stouder is warranted given the persistence of material weaknesses in the company's internal controls over multiple years.A vote AGAINST director nominees Francisco Coll and Jeffrey (Jeff) Stouder is warranted due to the following reasons:- as Nominating Committee members, for failing to establish gender diversity and racial and/or ethnic diversity on the board;- as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights; and- In the absence of a say-on-pay proposal, as Compensation Committee members, due to unmitigated pay-for-performance misalignment. The CEO received outsized equity awards and annual bonuses were largely discretionary. Further, a certain NEO's equity awards immediately vested upon grant.Votes FOR the remaining nominees are warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Legacy Housing Corporation	12/01/2023	Management	4	Yes	Elect Director Francisco J. Coll	For	Against	Against	Against	A vote AGAINST Audit Committee member Jeffrey (Jeff) Stouder is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote AGAINST director nominees Francisco Coll and Jeffrey (Jeff) Stouder is warranted due to the following reasons:- as Nominating Committee members, for failing to establish gender diversity and racial and/or ethnic diversity on the board;- as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights; and- In the absence of a say-on-pay proposal, as Compensation Committee members, due to unmitigated pay-for-performance misalignment. The CEO received outsized equity awards and annual bonuses were largely discretionary. Further, a certain NEO's equity awards immediately vested upon grant. Votes FOR the remaining nominees are warranted.
Legacy Housing Corporation	12/01/2023	Management	5	Yes	Elect Director Brian J. Ferguson	For	For	For	For	A vote AGAINST Audit Committee member Jeffrey (Jeff) Stouder is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote AGAINST director nominees Francisco Coll and Jeffrey (Jeff) Stouder is warranted due to the following reasons:- as Nominating Committee members, for failing to establish gender diversity and racial and/or ethnic diversity on the board;- as Governance Committee members, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights; and- In the absence of a say-on-pay proposal, as Compensation Committee members, due to unmitigated pay-for-performance misalignment. The CEO received outsized equity awards and annual bonuses were largely discretionary. Further, a certain NEO's equity awards immediately vested upon grant. Votes FOR the remaining nominees are warranted.
LENSAR, Inc.	08/01/2023	Management	1	Yes	Approve Issuance of Shares of Common Stock Upon Conversion of	For	For	For	For	Cautionary support FOR this proposal is warranted given the company's financial condition.
Liberty Media Corporation	07/17/2023	Management	1	Yes	Approve Spin-Off Agreement	For	For	For	For	A vote FOR this proposal is warranted. By splitting off the Braves group from the Liberty Media umbrella, it will no longer be exposed to the negative aspects of the current tracking stock structure. In particular, the split-off is expected to result in greater transparency, a less complex capital structure, a reduced valuation discount than that currently applied to the Braves group, and an independent equity currency to be used for corporate purposes. Note that only holders of BATRA and BATRB are entitled to vote on this proposal. Votes on this proposal by holders of any other class of shares will not be tabulated.
Liberty Media Corporation	07/17/2023	Management	2	Yes	Amend Certificate of Incorporation Re: Tracking Stock	For	For	For	For	A vote FOR this group of proposals is warranted. Following the proposed split-off in Item 1 and the reclassification in Items 2-4, some of the negative effects associated with the current tracking stock structure are expected to be reduced as the Liberty Braves group would no longer be under the Liberty Media umbrella. In addition, certain assets currently held by the Liberty SiriusXM and Formula One groups will be attributed to a new entity, Liberty Live, and the holders of tracking stock in Liberty SiriusXM and Formula One will receive shares in that new entity. Afterwards, holders of the various tracking stock groups should benefit from the more focused businesses of the groups, which the board believes may result in reduced valuation discrepancies in the tracking stocks.
Liberty Media Corporation	07/17/2023	Management	3	Yes	Amend Certificate of Incorporation Re: Liberty SiriusXM Group Reclassification	For	For	For	For	A vote FOR this group of proposals is warranted. Following the proposed split-off in Item 1 and the reclassification in Items 2-4, some of the negative effects associated with the current tracking stock structure are expected to be reduced as the Liberty Braves group would no longer be under the Liberty Media umbrella. In addition, certain assets currently held by the Liberty SiriusXM and Formula One groups will be attributed to a new entity, Liberty Live, and the holders of tracking stock in Liberty SiriusXM and Formula One will receive shares in that new entity. Afterwards, holders of the various tracking stock groups should benefit from the more focused businesses of the groups, which the board believes may result in reduced valuation discrepancies in the tracking stocks.
Liberty Media Corporation	07/17/2023	Management	4	Yes	Amend Certificate of Incorporation Re: Formula One Group Recapitalization	For	For	For	For	A vote FOR this group of proposals is warranted. Following the proposed split-off in Item 1 and the reclassification in Items 2-4, some of the negative effects associated with the current tracking stock structure are expected to be reduced as the Liberty Braves group would no longer be under the Liberty Media umbrella. In addition, certain assets currently held by the Liberty SiriusXM and Formula One groups will be attributed to a new entity, Liberty Live, and the holders of tracking stock in Liberty SiriusXM and Formula One will receive shares in that new entity. Afterwards, holders of the various tracking stock groups should benefit from the more focused businesses of the groups, which the board believes may result in reduced valuation discrepancies in the tracking stocks.
Liberty Media Corporation	07/17/2023	Management	5	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying split-off and reclassification merit shareholder support.
LifeVantage Corporation	11/06/2023	Management	3	Yes	Elect Management Nominee Director Michael A. Beindorff	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	4	Yes	Elect Management Nominee Director Erin Brockovich	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	5	Yes	Elect Management Nominee Director Steven R. Fife	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	6	Yes	Elect Management Nominee Director Raymond B. Greer	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	7	Yes	Elect Management Nominee Director Cynthia Latham	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	8	Yes	Elect Management Nominee Director Darwin K. Lewis	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	9	Yes	Elect Management Nominee Director Garry Mauro	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Shareholder	10	Yes	Elect Dissident Nominee Director Dayton Judd	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Shareholder	11	Yes	Elect Dissident Nominee Director Michael Lohner	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Shareholder	12	Yes	Elect Dissident Nominee Director Bradley L. Radoff	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	14	Yes	Ratify Deloitte & Touche, LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Management	16	Yes	Ratify Shareholder Rights Plan (Poison Pill)	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
LifeVantage Corporation	11/06/2023	Shareholder	20	Yes	Elect Dissident Nominee Director Dayton Judd	For	For	For	For	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Shareholder	21	Yes	Elect Dissident Nominee Director Michael Lohner	For	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.

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LifeVantage Corporation	11/06/2023	Shareholder	22	Yes	Elect Dissident Nominee Director Bradley L. Radoff	For	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Management	24	Yes	Elect Management Nominee Director Erin Brockovich	For	For	For	For	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Management	25	Yes	Elect Management Nominee Director Steven R. Fife	For	For	For	For	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Management	26	Yes	Elect Management Nominee Director Raymond B. Greer	For	For	For	For	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Management	27	Yes	Elect Management Nominee Director Cynthia Latham	For	For	For	For	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Management	29	Yes	Elect Management Nominee Director Michael A. Beindorff	Withhold	For	For	For	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Management	30	Yes	Elect Management Nominee Director Darwin K. Lewis	Withhold	For	For	For	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Management	31	Yes	Elect Management Nominee Director Garry Mauro	Withhold	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff.
LifeVantage Corporation	11/06/2023	Management	32	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
LifeVantage Corporation	11/06/2023	Management	33	Yes	Ratify Deloitte & Touche, LLP as Auditors	None	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
LifeVantage Corporation	11/06/2023	Management	34	Yes	Amend Omnibus Stock Plan	None	For	Against	Against	A vote AGAINST this proposal is warranted because: * The potential voting power dilution (VPD) for all incentive plans of 21.27 percent is considered excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
LifeVantage Corporation	11/06/2023	Management	35	Yes	Ratify Shareholder Rights Plan (Poison Pill)	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. While the board's reasoning for adopting the poison pill was not necessarily entirely unreasonable at the time of implementation, it appears that the pill can no longer be credibly considered necessary. Since then, the dissident group has indicated that it does not intend to pursue a takeover of the company, and the dissident group has presented a compelling campaign for board-level change.
Lions Gate Entertainment Corp.	11/28/2023	Management	1	Yes	Elect Director Michael Burns	For	For	For	For	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	2	Yes	Elect Director Mignon L. Clyburn	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	3	Yes	Elect Director Gordon Crawford	For	For	For	For	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	4	Yes	Elect Director Jon Feltheimer	For	For	For	For	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	5	Yes	Elect Director Emily Fine	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	6	Yes	Elect Director Michael T. Fries	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Lions Gate Entertainment Corp.	11/28/2023	Management	7	Yes	Elect Director John D. Harkey, Jr.	For	For	For	For	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	8	Yes	Elect Director Susan McCaw	For	For	For	For	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	9	Yes	Elect Director Yvette Ostolaza	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	10	Yes	Elect Director Mark H. Rachesky	For	For	Withhold	Withhold	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	11	Yes	Elect Director Daryl Simm	For	For	Withhold	Withhold	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	12	Yes	Elect Director Hardwick Simmons	For	For	Withhold	Withhold	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	13	Yes	Elect Director Harry E. Sloan	For	For	For	For	WITHHOLD votes for Mark Rachesky, Daryl Simm and Hardwick Simmons are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael (Mike) Fries are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Yvette Ostolaza, Emily Fine, and Mignon Clyburn are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	11/28/2023	Management	14	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fi	For	For	Withhold	Withhold	WITHHOLD votes are warranted as the auditor's tenure at the company exceeds seven years.
Lions Gate Entertainment Corp.	11/28/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were awarded above target despite financial targets set below achievement in the prior year and the program utilizes a large amount of committee discretion. Additionally, though performance targets appear rigorous, proxy disclosure of the FY23 performance grants was relatively poor, and the FY24 grant to the CEO appears to utilize one-year performance periods. Additionally, one NEO received severance benefits upon a voluntary resignation, which is considered a problematic pay practice and the provision of an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Lions Gate Entertainment Corp.	11/28/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lions Gate Entertainment Corp.	11/28/2023	Management	17	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19 percent is excessive.
Lions Gate Entertainment Corp.	11/28/2023	Shareholder	18	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per S	None	For	For	For	A vote FOR the proposal is warranted, as shareholders would benefit from a one-vote, one-share capital structure in which voting interests are better aligned with economic interests.
LiveRamp Holdings, Inc.	08/15/2023	Management	1	Yes	Elect Director Timothy R. Cadogan	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Howe and Timothy Cadogan are warranted for lack of a majority independent board. Votes AGAINST Timothy Cadogan are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vivian Chow is warranted.
LiveRamp Holdings, Inc.	08/15/2023	Management	2	Yes	Elect Director Vivian Chow	For	For	For	For	Votes AGAINST non-independent nominees Scott Howe and Timothy Cadogan are warranted for lack of a majority independent board. Votes AGAINST Timothy Cadogan are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vivian Chow is warranted.
LiveRamp Holdings, Inc.	08/15/2023	Management	3	Yes	Elect Director Scott E. Howe	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Howe and Timothy Cadogan are warranted for lack of a majority independent board. Votes AGAINST Timothy Cadogan are also warranted for serving as a non-independent member of a key board committee. A vote FOR Vivian Chow is warranted.
LiveRamp Holdings, Inc.	08/15/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 15.94 percent is excessive.

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LiveRamp Holdings, Inc.	08/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
LiveRamp Holdings, Inc.	08/15/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
LiveRamp Holdings, Inc.	08/15/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LSI Industries Inc.	11/01/2023	Management	1	Yes	Elect Director Robert P. Beech	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	11/01/2023	Management	2	Yes	Elect Director Ronald D. Brown	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	11/01/2023	Management	3	Yes	Elect Director James A. Clark	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	11/01/2023	Management	4	Yes	Elect Director Amy L. Hanson	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	11/01/2023	Management	5	Yes	Elect Director Chantel E. Lenard	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	11/01/2023	Management	6	Yes	Elect Director Ernest W. Marshall, Jr.	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	11/01/2023	Management	7	Yes	Elect Director Wilfred T. O'Gara	For	For	Withhold	Withhold	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	11/01/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
LSI Industries Inc.	11/01/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
LSI Industries Inc.	11/01/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Luther Burbank Corporation	10/24/2023	Management	1	Yes	Elect Director Victor S. Trione	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	10/24/2023	Management	2	Yes	Elect Director Simone Lagomarsino	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	10/24/2023	Management	3	Yes	Elect Director Renu Agrawal	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	10/24/2023	Management	4	Yes	Elect Director John C. Erickson	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	10/24/2023	Management	5	Yes	Elect Director Anita Gentle Newcomb	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	10/24/2023	Management	6	Yes	Elect Director Bradley M. Shuster	For	For	Withhold	Withhold	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	10/24/2023	Management	7	Yes	Elect Director Thomas C. Wajnert	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	10/24/2023	Management	8	Yes	Elect Director M. Max Yzaguirre	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	10/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Luther Burbank Corporation	10/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Luther Burbank Corporation	10/24/2023	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Madison Square Garden Entertainment	12/06/2023	Management	1	Yes	Elect Director Martin Bandier	For	For	For	For	A vote FOR all director nominees is warranted.
Madison Square Garden Entertainment	12/06/2023	Management	2	Yes	Elect Director Donna M. Coleman	For	For	For	For	A vote FOR all director nominees is warranted.
Madison Square Garden Entertainment	12/06/2023	Management	3	Yes	Elect Director Frederic V. Salerno	For	For	For	For	A vote FOR all director nominees is warranted.
Madison Square Garden Entertainment	12/06/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Madison Square Garden Entertainment	12/06/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.26 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Madison Square Garden Entertainment	12/06/2023	Management	6	Yes	Approve Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 19.26 percent is excessive.
Madison Square Garden Entertainment	12/06/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Madison Square Garden Entertainment	12/06/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Madison Square Garden Sports Corp	12/11/2023	Management	1	Yes	Elect Director Joseph M. Cohen	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciguerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Corp	12/11/2023	Management	2	Yes	Elect Director Richard D. Parsons	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciguerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Corp	12/11/2023	Management	3	Yes	Elect Director Nelson Peltz	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciguerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Madison Square Garden Sports Corp	12/11/2023	Management	4	Yes	Elect Director Ivan Seidenberg	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciguerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Corp	12/11/2023	Management	5	Yes	Elect Director Anthony J. Vinciguerra	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciguerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Corp	12/11/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Madison Square Garden Sports Corp	12/11/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Malibu Boats, Inc.	10/26/2023	Management	1	Yes	Elect Director Ivar S. Chhina	For	For	For	For	WITHHOLD votes for Governance Committee chair Michael (Mike) Connolly are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Malibu Boats, Inc.	10/26/2023	Management	2	Yes	Elect Director Michael J. Connolly	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee chair Michael (Mike) Connolly are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Malibu Boats, Inc.	10/26/2023	Management	3	Yes	Elect Director Mark W. Lanigan	For	For	For	For	WITHHOLD votes for Governance Committee chair Michael (Mike) Connolly are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Malibu Boats, Inc.	10/26/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Malibu Boats, Inc.	10/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Marchex, Inc.	09/28/2023	Management	1	Yes	Elect Director Michael Arends	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Michael Arends, Dennis Cline, and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Governance Committee members Cyrus Dennis Cline, Donald Cogsville, and M. Wayne Wisehart for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Russell Horowitz as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chairman Dennis Cline for failing to establish gender diversity on the board.
Marchex, Inc.	09/28/2023	Management	2	Yes	Elect Director Dennis Cline	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Michael Arends, Dennis Cline, and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Governance Committee members Cyrus Dennis Cline, Donald Cogsville, and M. Wayne Wisehart for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Russell Horowitz as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chairman Dennis Cline for failing to establish gender diversity on the board.
Marchex, Inc.	09/28/2023	Management	3	Yes	Elect Director Donald Cogsville	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Michael Arends, Dennis Cline, and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Governance Committee members Cyrus Dennis Cline, Donald Cogsville, and M. Wayne Wisehart for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Russell Horowitz as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chairman Dennis Cline for failing to establish gender diversity on the board.
Marchex, Inc.	09/28/2023	Management	4	Yes	Elect Director Russell C. Horowitz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Michael Arends, Dennis Cline, and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Governance Committee members Cyrus Dennis Cline, Donald Cogsville, and M. Wayne Wisehart for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Russell Horowitz as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chairman Dennis Cline for failing to establish gender diversity on the board.
Marchex, Inc.	09/28/2023	Management	5	Yes	Elect Director M. Wayne Wisehart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Michael Arends, Dennis Cline, and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Governance Committee members Cyrus Dennis Cline, Donald Cogsville, and M. Wayne Wisehart for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Russell Horowitz as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chairman Dennis Cline for failing to establish gender diversity on the board.
Marchex, Inc.	09/28/2023	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Marchex, Inc.	09/28/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Marchex, Inc.	09/28/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	1	Yes	Elect Director W. Patrick Battle	For	For	For	For	A vote FOR all director nominees is warranted.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	2	Yes	Elect Director Jaelyn Baumgarten	For	For	For	For	A vote FOR all director nominees is warranted.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	3	Yes	Elect Director Frederick A. Brightbill	For	For	For	For	A vote FOR all director nominees is warranted.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	4	Yes	Elect Director Donald C. Campion	For	For	For	For	A vote FOR all director nominees is warranted.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	5	Yes	Elect Director Jennifer Deason	For	For	For	For	A vote FOR all director nominees is warranted.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	6	Yes	Elect Director Roch Lambert	For	For	For	For	A vote FOR all director nominees is warranted.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	7	Yes	Elect Director Peter G. Leemputte	For	For	For	For	A vote FOR all director nominees is warranted.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	8	Yes	Elect Director Kamilah Mitchell-Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Matrix Service Company	11/14/2023	Management	1	Yes	Elect Director Jose L. Bustamante	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	11/14/2023	Management	2	Yes	Elect Director Martha Z. Carnes	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	11/14/2023	Management	3	Yes	Elect Director John D. Chandler	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	11/14/2023	Management	4	Yes	Elect Director Carlin G. Conner	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	11/14/2023	Management	5	Yes	Elect Director John R. Hewitt	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	11/14/2023	Management	6	Yes	Elect Director Liane K. Hinrichs	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	11/14/2023	Management	7	Yes	Elect Director James H. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	11/14/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Matrix Service Company	11/14/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Matrix Service Company	11/14/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Matrix Service Company	11/14/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mesa Laboratories, Inc.	08/25/2023	Management	1	Yes	Elect Director Jennifer S. Alltoft	For	For	For	For	A vote FOR the director nominees is warranted.
Mesa Laboratories, Inc.	08/25/2023	Management	2	Yes	Elect Director Shiraz S. Ladiwala	For	For	For	For	A vote FOR the director nominees is warranted.
Mesa Laboratories, Inc.	08/25/2023	Management	3	Yes	Elect Director Shannon M. Hall	For	For	For	For	A vote FOR the director nominees is warranted.
Mesa Laboratories, Inc.	08/25/2023	Management	4	Yes	Elect Director R. Tony Tripeny	For	For	For	For	A vote FOR the director nominees is warranted.
Mesa Laboratories, Inc.	08/25/2023	Management	5	Yes	Elect Director Gary M. Owens	For	For	For	For	A vote FOR the director nominees is warranted.
Mesa Laboratories, Inc.	08/25/2023	Management	6	Yes	Elect Director John J. Sullivan	For	For	For	For	A vote FOR the director nominees is warranted.
Mesa Laboratories, Inc.	08/25/2023	Management	7	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mesa Laboratories, Inc.	08/25/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee adequately responded to last year's low say-on-pay vote result. In addition, although some concern is noted regarding the continued use of an annual performance measurement period in the LTI program, annual incentives were substantially tied to rigorous financial goals and changes to the LTI program for FY24 represent a meaningful improvement to the program.
Mesa Laboratories, Inc.	08/25/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Mesa Laboratories, Inc.	08/25/2023	Management	10	Yes	Amend Articles of Incorporation to Remove Specific Purposes of the	For	For	For	For	The proposed amendments do not materially alter shareholder rights. As such, support FOR these proposals is warranted.
Mesa Laboratories, Inc.	08/25/2023	Management	11	Yes	Amend Articles of Incorporation to Conform Director Exculpation La	For	For	For	For	The proposed amendments do not materially alter shareholder rights. As such, support FOR these proposals is warranted.
Mesa Laboratories, Inc.	08/25/2023	Management	12	Yes	Amend Articles of Incorporation to Eliminate Certain Provisions Tha	For	For	For	For	The proposed amendments do not materially alter shareholder rights. As such, support FOR these proposals is warranted.
Mesa Laboratories, Inc.	08/25/2023	Shareholder	13	Yes	Report on Scope 1 Through 3 Greenhouse Gas Emissions Across	Against	For	For	For	A vote FOR this proposal is warranted. Disclosure of the company's greenhouse gas emissions would help shareholders better evaluate related risks and may help the company prepare for potential related regulations.
Meta Materials Inc.	12/11/2023	Management	1	Yes	Elect Director John R. Harding	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Materials Inc.	12/11/2023	Management	2	Yes	Elect Director Allison Christilaw	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Materials Inc.	12/11/2023	Management	3	Yes	Elect Director Steen Karsbo	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Materials Inc.	12/11/2023	Management	4	Yes	Elect Director Ken Hannah	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Materials Inc.	12/11/2023	Management	5	Yes	Elect Director Vyomesh Joshi	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Materials Inc.	12/11/2023	Management	6	Yes	Elect Director Eugenia Corrales	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Materials Inc.	12/11/2023	Management	7	Yes	Elect Director Philippe Morali	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Materials Inc.	12/11/2023	Management	8	No	Elect Director Jim Fusaro - Withdrawn Nominee					
Meta Materials Inc.	12/11/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Meta Materials Inc.	12/11/2023	Management	10	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted as the reverse stock split may enable the company to maintain the listing of its common stock on the Nasdaq Capital Market.
Meta Materials Inc.	12/11/2023	Management	11	Yes	Approve Issuance of Shares for a Private Placement	For	For	For	For	A vote FOR this proposal is warranted given the company's financial condition and the potential need to raise additional funds through future private placements.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Materials Inc.	12/11/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.98 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan permits repricing and exchange of grants without shareholder approval. * The plan permits cash buyout of awards without shareholder approval. * The plan provides for the transferability of stock options without shareholder approval.
Methode Electronics, Inc.	09/13/2023	Management	1	Yes	Elect Director Walter J. Aspatore	For	For	Against	Against	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	2	Yes	Elect Director David P. Blom	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	3	Yes	Elect Director Therese M. Bobek	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	4	Yes	Elect Director Brian J. Cadwallader	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	5	Yes	Elect Director Bruce K. Crowther	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	6	Yes	Elect Director Darren M. Dawson	For	For	Against	Against	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	7	Yes	Elect Director Donald W. Duda	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	8	Yes	Elect Director Janie Goddard	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	9	Yes	Elect Director Mary A. Lindsey	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	10	Yes	Elect Director Angelo V. Pantaleo	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	11	Yes	Elect Director Mark D. Schwabero	For	For	For	For	Votes AGAINST Walter Aspatore and Darren Dawson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/13/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Methode Electronics, Inc.	09/13/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although concerns are noted about the significant increase in the CEO's base salary, the proxy provides a rationale for the decision. Further, NEOs' annual incentives are largely based on pre-set, quantifiable goals, and below-target payouts align with recent company performance.
Methode Electronics, Inc.	09/13/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MillerKnoll, Inc.	10/16/2023	Management	1	Yes	Elect Director Candace S. Matthews	For	For	For	For	WITHHOLD votes for non-independent nominee Andrea (Andi) Owen are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MillerKnoll, Inc.	10/16/2023	Management	2	Yes	Elect Director Andrea (Andi) R. Owen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Andrea (Andi) Owen are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MillerKnoll, Inc.	10/16/2023	Management	3	Yes	Elect Director Michael R. Smith	For	For	For	For	WITHHOLD votes for non-independent nominee Andrea (Andi) Owen are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MillerKnoll, Inc.	10/16/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
MillerKnoll, Inc.	10/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
MillerKnoll, Inc.	10/16/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MillerKnoll, Inc.	10/16/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.53 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MillerKnoll, Inc.	10/16/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Mirati Therapeutics, Inc.	12/13/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Support FOR the transaction is warranted. The offered consideration represents a premium to the unaffected price, there is downside risk in the event of non-approval, and the cash form of consideration provides liquidity and certainty of value to MRTX shareholders.
Mirati Therapeutics, Inc.	12/13/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although NEOs' potential cash severance is double trigger and reasonably based, several executives may receive excise tax gross-up payments, which is a recent enhancement in connection with the merger. In addition, outstanding equity awards will accelerate on a single trigger basis.
Mirati Therapeutics, Inc.	12/13/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Modine Manufacturing Company	08/17/2023	Management	1	Yes	Elect Director Eric D. Ashleman	For	For	Against	Against	Votes AGAINST Marsha Williams are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Marsha Williams and Eric Ashleman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR William (Bill) Wulfsohn is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Modine Manufacturing Company	08/17/2023	Management	2	Yes	Elect Director Marsha C. Williams	For	For	Against	Against	Votes AGAINST Marsha Williams are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Marsha Williams and Eric Ashleman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR William (Bill) Wulfsohn is warranted.
Modine Manufacturing Company	08/17/2023	Management	3	Yes	Elect Director William A. Wulfsohn	For	For	For	For	Votes AGAINST Marsha Williams are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Marsha Williams and Eric Ashleman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR William (Bill) Wulfsohn is warranted.
Modine Manufacturing Company	08/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision.
Modine Manufacturing Company	08/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Modine Manufacturing Company	08/17/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Motorcar Parts of America, Inc.	09/14/2023	Management	1	Yes	Elect Director Selwyn Joffe	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	2	Yes	Elect Director David Bryan	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	3	Yes	Elect Director Rudolph J. Borneo	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	4	Yes	Elect Director Joseph Ferguson	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	5	Yes	Elect Director Philip Gay	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	6	Yes	Elect Director Jeffrey Mirvis	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	7	Yes	Elect Director Jamy P. Rankin	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	8	Yes	Elect Director Douglas Trussler	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	9	Yes	Elect Director Patricia (Tribby) W. Warfield	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	10	Yes	Elect Director Barbara L. Whittaker	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Rudolph Borneo, Philip Gay, Jeffrey Mirvis and Douglas (Doug) Trussler are warranted for lack of a majority independent board. Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	09/14/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Motorcar Parts of America, Inc.	09/14/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. The pay-for-performance misalignment is somewhat mitigated at this time given that no annual incentives paid out in line with company performance and half of the NEOs' annual equity awards are subject to multi-year performance goals. However, continued monitoring is warranted as certain concerns remain. The CEO's performance-based restricted shares overlapped completely with the annual incentive program and the company lacks disclosure on long-term performance goals.
Motorcar Parts of America, Inc.	09/14/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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NAPCO Security Technologies, Inc.	12/12/2023	Management	1	Yes	Elect Director Andrew J. Wilder	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Andrew (Andy) Wilder are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Andrew (Andy) Wilder are further warranted due to concerns regarding the company's compensation practices. A vote FOR Robert A. Ungar is warranted.
NAPCO Security Technologies, Inc.	12/12/2023	Management	2	Yes	Elect Director Robert A. Ungar	For	For	For	For	WITHHOLD votes for non-independent nominee Andrew (Andy) Wilder are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Andrew (Andy) Wilder are further warranted due to concerns regarding the company's compensation practices. A vote FOR Robert A. Ungar is warranted.
NAPCO Security Technologies, Inc.	12/12/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	1	Yes	Elect Director Robert J. Eide	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	2	Yes	Elect Director Eric Gatoff	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	3	Yes	Elect Director Brian S. Genson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	4	Yes	Elect Director Barry Leistner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	5	Yes	Elect Director Andrew M. Levine	For	For	For	For	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Nathan's Famous, Inc.	09/12/2023	Management	6	Yes	Elect Director Howard M. Lorber	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	7	Yes	Elect Director Wayne Norbitz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	8	Yes	Elect Director A. F. Petrocelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	9	Yes	Elect Director Joanne Podell	For	For	For	For	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	10	Yes	Elect Director Charles Raich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. WITHHOLD votes for Robert (Bob) Eide, Brian Genson and Barry Leistner are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision. WITHHOLD votes for Howard Lorber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Nominating Committee chair Attilio (A.F.) Petrocelli are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Nathan's Famous, Inc.	09/12/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company amended a NEO's employment agreement without removing his entitlement to problematic modified single-trigger severance and excise tax gross-up provisions. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Nathan's Famous, Inc.	09/12/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nathan's Famous, Inc.	09/12/2023	Management	13	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Natural Alternatives International, Inc	12/07/2023	Management	1	Yes	Elect Director Laura Kay Matherly	For	For	For	For	A vote FOR director nominee Laura Kay Matherly is warranted.
Natural Alternatives International, Inc	12/07/2023	Management	2	Yes	Ratify Haskell & White LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal I	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nautilus, Inc.	08/02/2023	Management	1	Yes	Elect Director James "Jim" Barr, IV	For	For	For	For	WITHHOLD votes for Anne Saunders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nautilus, Inc.	08/02/2023	Management	2	Yes	Elect Director Anne G. Saunders	For	For	Withhold	Withhold	WITHHOLD votes for Anne Saunders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nautilus, Inc.	08/02/2023	Management	3	Yes	Elect Director Patricia "Patty" M. Ross	For	For	For	For	WITHHOLD votes for Anne Saunders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nautilus, Inc.	08/02/2023	Management	4	Yes	Elect Director Shailesh Prakash	For	For	For	For	WITHHOLD votes for Anne Saunders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nautilus, Inc.	08/02/2023	Management	5	Yes	Elect Director Kelley Hall	For	For	For	For	WITHHOLD votes for Anne Saunders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nautilus, Inc.	08/02/2023	Management	6	Yes	Elect Director Ruby Sharma	For	For	For	For	WITHHOLD votes for Anne Saunders are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nautilus, Inc.	08/02/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nautilus, Inc.	08/02/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Nautilus, Inc.	08/02/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NetScout Systems, Inc.	09/14/2023	Management	1	Yes	Elect Director Joseph G. Hadzima, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Joseph Hadzima Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetScout Systems, Inc.	09/14/2023	Management	2	Yes	Elect Director Christopher Perretta	For	For	For	For	WITHHOLD votes for Joseph Hadzima Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetScout Systems, Inc.	09/14/2023	Management	3	Yes	Elect Director Michael Szabados	For	For	For	For	WITHHOLD votes for Joseph Hadzima Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetScout Systems, Inc.	09/14/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 16.59 percent is excessive.
NetScout Systems, Inc.	09/14/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NetScout Systems, Inc.	09/14/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single-trigger change-in-control provision. In addition, the company provided the CEO an inordinate amount of financial planning perquisites.
NetScout Systems, Inc.	09/14/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newmark Group, Inc.	10/05/2023	Management	1	Yes	Elect Director Howard W. Lutnick	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted: (i) for serving as a director on more than four public company boards and (ii) for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Virginia Bauer and Kenneth (Ken) McIntyre are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Jay Itzkowitz is warranted.
Newmark Group, Inc.	10/05/2023	Management	2	Yes	Elect Director Virginia S. Bauer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted: (i) for serving as a director on more than four public company boards and (ii) for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Virginia Bauer and Kenneth (Ken) McIntyre are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Jay Itzkowitz is warranted.
Newmark Group, Inc.	10/05/2023	Management	3	Yes	Elect Director Kenneth A. McIntyre	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted: (i) for serving as a director on more than four public company boards and (ii) for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Virginia Bauer and Kenneth (Ken) McIntyre are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Jay Itzkowitz is warranted.
Newmark Group, Inc.	10/05/2023	Management	4	Yes	Elect Director Jay Itzkowitz	For	For	For	For	WITHHOLD votes for non-independent director nominee Howard Lutnick are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Howard Lutnick are also warranted: (i) for serving as a director on more than four public company boards and (ii) for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Virginia Bauer and Kenneth (Ken) McIntyre are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Jay Itzkowitz is warranted.
Newmark Group, Inc.	10/05/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Newmark Group, Inc.	10/05/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The CEO's employment agreement was recently amended to provide for problematic excessive severance payments and multi-year guaranteed bonus. * The company provided the CEO an inordinate amount of auto-related perquisites. * The company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
NextGen Healthcare, Inc.	08/22/2023	Management	1	Yes	Elect Director Craig A. Barbarosh	For	For	Against	Against	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/22/2023	Management	2	Yes	Elect Director George H. Bristol	For	For	Against	Against	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NextGen Healthcare, Inc.	08/22/2023	Management	3	Yes	Elect Director Darnell Dent	For	For	For	For	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/22/2023	Management	4	Yes	Elect Director Julie D. Klapstein	For	For	For	For	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/22/2023	Management	5	Yes	Elect Director Jeffrey H. Margolis	For	For	For	For	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/22/2023	Management	6	Yes	Elect Director Geraldine McGinty	For	For	For	For	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/22/2023	Management	7	Yes	Elect Director Morris Panner	For	For	For	For	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/22/2023	Management	8	Yes	Elect Director Pamela S. Puryear	For	For	For	For	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/22/2023	Management	9	Yes	Elect Director David Sides	For	For	For	For	Votes AGAINST Craig Barbarosh and George Bristol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/22/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NextGen Healthcare, Inc.	08/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NextGen Healthcare, Inc.	08/22/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NextGen Healthcare, Inc.	11/07/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted, given the premium to the 52-week high, the sale process, and the downside risk in the event of non-approval.
NextGen Healthcare, Inc.	11/07/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Although performance equity will be accelerated on a single-trigger basis, shares will be deemed earned at target or actual performance. Further, outstanding RSUs will be converted to awards of the acquiring company and remain subject to double-trigger vesting acceleration.
NextGen Healthcare, Inc.	11/07/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
NexTier Oilfield Solutions Inc.	08/30/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR the merger is warranted because of the sound strategic rationale, expected synergies, downside risk of non-approval, and the equity form of consideration.
NexTier Oilfield Solutions Inc.	08/30/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, with no excise tax gross-ups payable. In addition, unvested equity awards will be assumed by the surviving entity, based on actual performance in the case of performance awards, and will maintain time-based vesting schedules and double-trigger acceleration requirements.
NexTier Oilfield Solutions Inc.	08/30/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted, as the underlying transaction (Item 1) merits support.
Nicholas Financial, Inc.	08/24/2023	Management	1	Yes	Elect Director Jeremy Q. Zhu	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chairman Jeremy Zhu for failing to establish gender diversity on the board.
Nicholas Financial, Inc.	08/24/2023	Management	2	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Nicholas Financial, Inc.	08/24/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nicholas Financial, Inc.	08/24/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Northeast Bank	11/20/2023	Management	1	Yes	Elect Director Richard Wayne	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Wayne are warranted for lack of a majority independent board. A vote FOR William Mayer is warranted.
Northeast Bank	11/20/2023	Management	2	Yes	Elect Director William Mayer	For	For	For	For	WITHHOLD votes for non-independent nominee Richard Wayne are warranted for lack of a majority independent board. A vote FOR William Mayer is warranted.
Northeast Bank	11/20/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Northeast Bank	11/20/2023	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NVE Corporation	08/03/2023	Management	1	Yes	Elect Director Terrence W. Glamer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glamer, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glamer and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVE Corporation	08/03/2023	Management	2	Yes	Elect Director Daniel A. Baker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glamer, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glamer and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVE Corporation	08/03/2023	Management	3	Yes	Elect Director Patricia M. Hollister	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glamer, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glamer and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVE Corporation	08/03/2023	Management	4	Yes	Elect Director Richard W. Kramp	For	For	For	For	WITHHOLD votes for non-independent nominees Terrence Glamer, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glamer and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVE Corporation	08/03/2023	Management	5	Yes	Elect Director James W. Bracke	For	For	For	For	WITHHOLD votes for non-independent nominees Terrence Glamer, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glamer and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NVE Corporation	08/03/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * Excessive differentials exist between CEO pay and the pay of other named executive officers at the firm.
NVE Corporation	08/03/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NVE Corporation	08/03/2023	Management	8	Yes	Ratify Boulay PLLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Oil-Dri Corporation of America	12/13/2023	Management	1	Yes	Elect Director Ellen-Blair Chube	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.
Oil-Dri Corporation of America	12/13/2023	Management	2	Yes	Elect Director Paul M. Hindsley	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.
Oil-Dri Corporation of America	12/13/2023	Management	3	Yes	Elect Director Daniel S. Jaffee	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.
Oil-Dri Corporation of America	12/13/2023	Management	4	Yes	Elect Director Michael A. Nemeroff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.
Oil-Dri Corporation of America	12/13/2023	Management	5	Yes	Elect Director George C. Roeth	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.
Oil-Dri Corporation of America	12/13/2023	Management	6	Yes	Elect Director Amy L. Ryan	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.
Oil-Dri Corporation of America	12/13/2023	Management	7	Yes	Elect Director Patricia J. Schmeda	For	For	For	For	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.

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Oil-Dri Corporation of America	12/13/2023	Management	8	Yes	Elect Director Allan H. Selig	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.
Oil-Dri Corporation of America	12/13/2023	Management	9	Yes	Elect Director Lawrence E. Washow	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff and Allan Selig are warranted for serving as non-independent members of a key board committee. In the absence of a formal governance committee, WITHHOLD votes for incumbent director nominees Daniel Jaffee, George Roeth, Ellen-Blair Chube, Paul Hindsley, Michael Nemeroff, Amy Ryan, Allan Selig, and Lawrence (Larry) Washow are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. WITHHOLD votes for director nominee Daniel Jaffee are further warranted as his ownership of the voting shares provides him with voting power control of the company. A vote FOR Patricia J. Schmeda is warranted.
Oil-Dri Corporation of America	12/13/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oil-Dri Corporation of America	12/13/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Oil-Dri Corporation of America	12/13/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Oil-Dri Corporation of America	12/13/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan has liberal change-in-control ("CIC") vesting risk (overriding factor); and * The plan allows for single-trigger vesting of time-based equity awards in the event of a change-in-control.
Organovo Holdings, Inc.	10/31/2023	Management	1	Yes	Elect Director Keith Murphy	For	For	For	For	Votes FOR all director nominees are warranted.
Organovo Holdings, Inc.	10/31/2023	Management	2	Yes	Elect Director Adam Stern	For	For	For	For	Votes FOR all director nominees are warranted.
Organovo Holdings, Inc.	10/31/2023	Management	3	Yes	Ratify Rosenberg Rich Baker Berman P.A. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Organovo Holdings, Inc.	10/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.
Organovo Holdings, Inc.	10/31/2023	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Organovo Holdings, Inc.	10/31/2023	Management	6	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law P	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officers' accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Orion Energy Systems, Inc.	08/10/2023	Management	1	Yes	Elect Director Michael H. Jenkins	For	For	For	For	A vote FOR all director nominees is warranted.
Orion Energy Systems, Inc.	08/10/2023	Management	2	Yes	Elect Director Heather L. Wishart-Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Orion Energy Systems, Inc.	08/10/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Orion Energy Systems, Inc.	08/10/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Orion Energy Systems, Inc.	08/10/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Orion Energy Systems, Inc.	08/10/2023	Management	6	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Orion Energy Systems, Inc.	08/10/2023	Management	7	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
OSI Systems, Inc.	12/12/2023	Management	1	Yes	Elect Director Deepak Chopra	For	For	Against	Against	Votes AGAINST non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. Votes AGAINST William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/12/2023	Management	2	Yes	Elect Director William F. Ballhaus, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. Votes AGAINST William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/12/2023	Management	3	Yes	Elect Director Kelli Bernard	For	For	For	For	Votes AGAINST non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. Votes AGAINST William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/12/2023	Management	4	Yes	Elect Director Gerald Chizever	For	For	Against	Against	Votes AGAINST non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. Votes AGAINST William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/12/2023	Management	5	Yes	Elect Director James B. Hawkins	For	For	For	For	Votes AGAINST non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. Votes AGAINST William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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OSI Systems, Inc.	12/12/2023	Management	6	Yes	Elect Director Meyer Luskin	For	For	Against	Against	Votes AGAINST non-independent nominees Deepak Chopra, William Balhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. Votes AGAINST William Balhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/12/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
OSI Systems, Inc.	12/12/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.27 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
OSI Systems, Inc.	12/12/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
OSI Systems, Inc.	12/12/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PacWest Bancorp	11/22/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process appears thorough, the combined company will be better positioned to withstand business fluctuations due to its scale and stronger balance sheet, bolstered through planned asset sales and the equity offering, and the equity form of consideration provides an opportunity to participate in the potential upside of the combined, more stable entity. As such, support FOR the proposed transaction is warranted.
PacWest Bancorp	11/22/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. NEOs' potential cash severance payments are double trigger and of a reasonable magnitude. Further, outstanding equity awards will convert with time-vesting schedules maintained, and performance equity would convert at a level based on actual performance. No excise tax gross-ups are expected.
PacWest Bancorp	11/22/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given that support is warranted for the underlying transaction.
Pangaea Logistics Solutions Ltd.	08/07/2023	Management	1	Yes	Elect Director Richard T. du Moulin	For	For	For	For	A vote FOR the director nominees is warranted.
Pangaea Logistics Solutions Ltd.	08/07/2023	Management	2	Yes	Elect Director Karen H. Beachy	For	For	For	For	A vote FOR the director nominees is warranted.
Pangaea Logistics Solutions Ltd.	08/07/2023	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pangaea Logistics Solutions Ltd.	08/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pangaea Logistics Solutions Ltd.	08/07/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Park Aerospace Corp.	07/18/2023	Management	1	Yes	Elect Director Dale E. Blanchfield	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board. Votes AGAINST Dale Blanchfield, Emily Groehl and Steven Warshaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	07/18/2023	Management	2	Yes	Elect Director Shane Connor	For	For	For	For	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board. Votes AGAINST Dale Blanchfield, Emily Groehl and Steven Warshaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	07/18/2023	Management	3	Yes	Elect Director Emily J. Groehl	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board. Votes AGAINST Dale Blanchfield, Emily Groehl and Steven Warshaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	07/18/2023	Management	4	Yes	Elect Director Yvonne Julian	For	For	For	For	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board. Votes AGAINST Dale Blanchfield, Emily Groehl and Steven Warshaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	07/18/2023	Management	5	Yes	Elect Director Brian E. Shore	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board. Votes AGAINST Dale Blanchfield, Emily Groehl and Steven Warshaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	07/18/2023	Management	6	Yes	Elect Director Carl W. Smith	For	For	For	For	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board. Votes AGAINST Dale Blanchfield, Emily Groehl and Steven Warshaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	07/18/2023	Management	7	Yes	Elect Director D. Bradley Thress	For	For	For	For	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board. Votes AGAINST Dale Blanchfield, Emily Groehl and Steven Warshaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	07/18/2023	Management	8	Yes	Elect Director Steven T. Warshaw	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board. Votes AGAINST Dale Blanchfield, Emily Groehl and Steven Warshaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	07/18/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Park Aerospace Corp.	07/18/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Park Aerospace Corp.	07/18/2023	Management	11	Yes	Ratify CohnReznick LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Park Aerospace Corp.	07/18/2023	Management	12	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Patterson Companies, Inc.	09/11/2023	Management	1	Yes	Elect Director John D. Buck	For	For	Against	Against	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	2	Yes	Elect Director Meenu Agarwal	For	For	For	For	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	3	Yes	Elect Director Alex N. Blanco	For	For	For	For	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	4	Yes	Elect Director Jody H. Feragen	For	For	Against	Against	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	5	Yes	Elect Director Robert C. Frenzel	For	For	For	For	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	6	Yes	Elect Director Philip G.J. McKoy	For	For	For	For	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	7	Yes	Elect Director Ellen A. Rudnick	For	For	Against	Against	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	8	Yes	Elect Director Neil A. Schrimsher	For	For	For	For	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	9	Yes	Elect Director Donald J. Zurbay	For	For	For	For	Votes AGAINST John Buck, Jody Feragen, and Ellen Rudnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	09/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Patterson Companies, Inc.	09/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Patterson Companies, Inc.	09/11/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Patterson-UTI Energy, Inc.	08/30/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR the merger is warranted in light of the sound strategic rationale, expected synergies, and potential downside risk of non-approval.
Patterson-UTI Energy, Inc.	08/30/2023	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
Patterson-UTI Energy, Inc.	08/30/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) warrants shareholder support.
PCTEL, Inc.	12/12/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the company's reasonably thorough review of strategic alternatives, the premium to the unaffected price and historical trading levels, the certainty of value inherent in the cash form of consideration, and the potential downside risk of non-approval, a vote FOR the merger transaction is warranted.
PCTEL, Inc.	12/12/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While equity awards will accelerate vesting at the time of the merger, performance shares will vest at target performance levels. In addition, cash severance is double trigger and reasonably based, and no excise tax gross ups are payable.
PCTEL, Inc.	12/12/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.
PDC Energy, Inc.	08/04/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted in light of the compelling strategic rationale and the equity form of consideration, which will permit shareholders continued participation in the upside of the combined company.
PDC Energy, Inc.	08/04/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Additionally, although a portion of PSUs will vest upon the completion of the merger, the most recent performance-conditioned equity awards and outstanding time-based equity awards are subject to double-trigger vesting conditions.
PDC Energy, Inc.	08/04/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.
PFSweb, Inc.	08/29/2023	Management	1	Yes	Elect Director David I. Beatson	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca, and Benjamin (Ben) Rosenzweig are warranted as the board approved a new agreement in the past year that contains excise tax gross-up and single-trigger severance provisions. A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	08/29/2023	Management	2	Yes	Elect Director Robert Frankfurt	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca, and Benjamin (Ben) Rosenzweig are warranted as the board approved a new agreement in the past year that contains excise tax gross-up and single-trigger severance provisions. A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	08/29/2023	Management	3	Yes	Elect Director G. Mercedes De Luca	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca, and Benjamin (Ben) Rosenzweig are warranted as the board approved a new agreement in the past year that contains excise tax gross-up and single-trigger severance provisions. A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	08/29/2023	Management	4	Yes	Elect Director Monica Luechtefeld	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca, and Benjamin (Ben) Rosenzweig are warranted as the board approved a new agreement in the past year that contains excise tax gross-up and single-trigger severance provisions. A vote FOR the remaining director nominees is warranted.

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PFSweb, Inc.	08/29/2023	Management	5	Yes	Elect Director Benjamin Rosenzweig	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca, and Benjamin (Ben) Rosenzweig are warranted as the board approved a new agreement in the past year that contains excise tax gross-up and single-trigger severance provisions. A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	08/29/2023	Management	6	Yes	Elect Director Michael C. Willoughby	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca, and Benjamin (Ben) Rosenzweig are warranted as the board approved a new agreement in the past year that contains excise tax gross-up and single-trigger severance provisions. A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	08/29/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
PFSweb, Inc.	08/29/2023	Management	8	Yes	Amend Shareholder Rights Plan (Poison Pill)	For	For	For	For	A vote FOR this proposal is warranted. The pill has a 20 percent trigger, an extension term of one year, a shareholder redemption feature, and no "dead-" or "slow-hand" provision.
PFSweb, Inc.	08/29/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
PFSweb, Inc.	08/29/2023	Management	10	Yes	Ratify Whitley Penn, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
PFSweb, Inc.	08/29/2023	Management	11	Yes	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that there are items on the agenda that do not warrant support.
Phibro Animal Health Corporation	11/06/2023	Management	1	Yes	Elect Director Daniel M. Bendheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Bendheim, Jonathan Bendheim and Sam Gejdenson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Sam Gejdenson are also warranted for serving as a non-independent member of certain key board committees. In the absence of a Governance Committee, WITHHOLD votes for incumbent director nominees Daniel Bendheim, Jonathan Bendheim, and Sam Gejdenson are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent compensation committee member Sam Gejdenson are also warranted due to the excessive financial/tax planning and life insurance perquisites provided to the CEO and the company's lack of risk mitigating provisions.
Phibro Animal Health Corporation	11/06/2023	Management	2	Yes	Elect Director Jonathan Bendheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Bendheim, Jonathan Bendheim and Sam Gejdenson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Sam Gejdenson are also warranted for serving as a non-independent member of certain key board committees. In the absence of a Governance Committee, WITHHOLD votes for incumbent director nominees Daniel Bendheim, Jonathan Bendheim, and Sam Gejdenson are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent compensation committee member Sam Gejdenson are also warranted due to the excessive financial/tax planning and life insurance perquisites provided to the CEO and the company's lack of risk mitigating provisions.
Phibro Animal Health Corporation	11/06/2023	Management	3	Yes	Elect Director Sam Gejdenson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Bendheim, Jonathan Bendheim and Sam Gejdenson are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Sam Gejdenson are also warranted for serving as a non-independent member of certain key board committees. In the absence of a Governance Committee, WITHHOLD votes for incumbent director nominees Daniel Bendheim, Jonathan Bendheim, and Sam Gejdenson are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent compensation committee member Sam Gejdenson are also warranted due to the excessive financial/tax planning and life insurance perquisites provided to the CEO and the company's lack of risk mitigating provisions.
Phibro Animal Health Corporation	11/06/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PlayAGS, Inc.	07/07/2023	Management	1	Yes	Elect Director David Lopez	For	For	For	For	WITHHOLD votes for Governance Committee member Anna Massion Greenberg are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Anna Massion Greenberg are further warranted for serving as a director on more than four public company boards. A vote FOR David Lopez is warranted.
PlayAGS, Inc.	07/07/2023	Management	2	Yes	Elect Director Anna Massion	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member Anna Massion Greenberg are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Anna Massion Greenberg are further warranted for serving as a director on more than four public company boards. A vote FOR David Lopez is warranted.
PlayAGS, Inc.	07/07/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. While half of the annual incentive were based on a pre-set financial target, the company did not disclose threshold or maximum goals for the financial metric, nor did the company specify quantified goals or achievements for the corporate KPI portion of the annual incentive plan. As such, shareholders are not able to fully assess the annual incentive program, which represented the totality of incentive pay for FY22.
PlayAGS, Inc.	07/07/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
PowerFleet, Inc.	07/20/2023	Management	1	Yes	Elect Director Michael Brodsky	For	For	For	For	A vote FOR all director nominees is warranted.
PowerFleet, Inc.	07/20/2023	Management	2	Yes	Elect Director Michael Casey	For	For	For	For	A vote FOR all director nominees is warranted.
PowerFleet, Inc.	07/20/2023	Management	3	Yes	Elect Director Charles Frumberg	For	For	For	For	A vote FOR all director nominees is warranted.
PowerFleet, Inc.	07/20/2023	Management	4	Yes	Elect Director Elchanan (Nani) Maoz	For	For	For	For	A vote FOR all director nominees is warranted.
PowerFleet, Inc.	07/20/2023	Management	5	Yes	Elect Director Steve Towle	For	For	For	For	A vote FOR all director nominees is warranted.

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PowerFleet, Inc.	07/20/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
PowerFleet, Inc.	07/20/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The proxy discloses the annual incentive metrics and targets, while equity grant metric targets appear to be rigorous. However, the new CEO received a relatively large inducement award, while the proxy does not disclose a performance-based LTI program going forward.
PowerFleet, Inc.	07/20/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PowerFleet, Inc.	07/20/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 23.10 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Premier, Inc.	12/01/2023	Management	1	Yes	Elect Director John T. Bigalke	For	For	For	For	WITHHOLD votes for Marc Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Premier, Inc.	12/01/2023	Management	2	Yes	Elect Director Helen M. Boudreau	For	For	For	For	WITHHOLD votes for Marc Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Premier, Inc.	12/01/2023	Management	3	Yes	Elect Director Marc D. Miller	For	For	Withhold	Withhold	WITHHOLD votes for Marc Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Premier, Inc.	12/01/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Premier, Inc.	12/01/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Premier, Inc.	12/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Prestige Consumer Healthcare Inc.	08/01/2023	Management	1	Yes	Elect Director Ronald M. Lombardi	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	2	Yes	Elect Director John E. Byom	For	For	Withhold	Withhold	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	3	Yes	Elect Director Celeste A. Clark	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	4	Yes	Elect Director James C. D'Arecca	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	5	Yes	Elect Director Sheila A. Hopkins	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	6	Yes	Elect Director Natale S. Ricciardi	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	7	Yes	Elect Director Dawn M. Zier	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues were identified at this time.
Prestige Consumer Healthcare Inc.	08/01/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pro-Dex, Inc.	12/14/2023	Management	1	Yes	Elect Director Raymond E. Cabillot	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for William Farrell III (Will, Bill) for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Pro-Dex, Inc.	12/14/2023	Management	2	Yes	Elect Director Angelita R. Domingo	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for William Farrell III (Will, Bill) for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Pro-Dex, Inc.	12/14/2023	Management	3	Yes	Elect Director William J. Farrell, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for William Farrell III (Will, Bill) for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Pro-Dex, Inc.	12/14/2023	Management	4	Yes	Elect Director David C. Hovda	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for William Farrell III (Will, Bill) for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Pro-Dex, Inc.	12/14/2023	Management	5	Yes	Elect Director Katrina M.K. Philp	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for William Farrell III (Will, Bill) for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Pro-Dex, Inc.	12/14/2023	Management	6	Yes	Elect Director Nicholas J. Swenson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for William Farrell III (Will, Bill) for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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Pro-Dex, Inc.	12/14/2023	Management	7	Yes	Elect Director Richard L. Van Kirk	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for William Farrell III (Will, Bill) for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Pro-Dex, Inc.	12/14/2023	Management	8	Yes	Ratify Moss Adams, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pro-Dex, Inc.	12/14/2023	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	Against	Against	Against	Despite the fact that the plan complies with Section 423 of the Internal Revenue Code and the reasonable offering period, a vote AGAINST this proposal is warranted given that the additional shares would cause excessive voting power dilution.
Pro-Dex, Inc.	12/14/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Provident Financial Holdings, Inc.	11/28/2023	Management	1	Yes	Elect Director Craig G. Blunden	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Craig Blunden are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominee Craig Blunden are further warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years. A vote FOR the remaining director nominees is warranted.
Provident Financial Holdings, Inc.	11/28/2023	Management	2	Yes	Elect Director Brian N. Hawley	For	For	For	For	WITHHOLD votes for non-independent nominee Craig Blunden are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominee Craig Blunden are further warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years. A vote FOR the remaining director nominees is warranted.
Provident Financial Holdings, Inc.	11/28/2023	Management	3	Yes	Elect Director Matthew E. Webb	For	For	For	For	WITHHOLD votes for non-independent nominee Craig Blunden are warranted for lack of a majority independent board. WITHHOLD votes for incumbent director nominee Craig Blunden are further warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years. A vote FOR the remaining director nominees is warranted.
Provident Financial Holdings, Inc.	11/28/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Provident Financial Holdings, Inc.	11/28/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Provident Financial Holdings, Inc.	11/28/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QuinStreet, Inc.	10/27/2023	Management	1	Yes	Elect Director Asmau Ahmed	For	For	For	For	A vote FOR the director nominees is warranted.
QuinStreet, Inc.	10/27/2023	Management	2	Yes	Elect Director Matthew (Matt) Glickman	For	For	For	For	A vote FOR the director nominees is warranted.
QuinStreet, Inc.	10/27/2023	Management	3	Yes	Elect Director Hillary Smith	For	For	For	For	A vote FOR the director nominees is warranted.
QuinStreet, Inc.	10/27/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QuinStreet, Inc.	10/27/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
QuinStreet, Inc.	10/27/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Quotient Technology Inc.	08/03/2023	Management	1	Yes	Elect Director Tracey Figurelli	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert McDonald for lack of racial/ethnic diversity on the board. Votes FOR the remaining director nominees are warranted.
Quotient Technology Inc.	08/03/2023	Management	2	Yes	Elect Director Matthew Krepsik	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert McDonald for lack of racial/ethnic diversity on the board. Votes FOR the remaining director nominees are warranted.
Quotient Technology Inc.	08/03/2023	Management	3	Yes	Elect Director Robert McDonald	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Robert McDonald for lack of racial/ethnic diversity on the board. Votes FOR the remaining director nominees are warranted.
Quotient Technology Inc.	08/03/2023	Management	4	Yes	Elect Director Joseph ("Joe") Reece	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert McDonald for lack of racial/ethnic diversity on the board. Votes FOR the remaining director nominees are warranted.
Quotient Technology Inc.	08/03/2023	Management	5	Yes	Elect Director Kate Vanek	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert McDonald for lack of racial/ethnic diversity on the board. Votes FOR the remaining director nominees are warranted.
Quotient Technology Inc.	08/03/2023	Management	6	Yes	Elect Director Michael Wargotz	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert McDonald for lack of racial/ethnic diversity on the board. Votes FOR the remaining director nominees are warranted.
Quotient Technology Inc.	08/03/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.40 percent is excessive; * The company's three-year average burn rate is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Quotient Technology Inc.	08/03/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to a certain degree to shareholder concerns following last year's failed say-on-pay proposal.
Quotient Technology Inc.	08/03/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quotient Technology Inc.	09/01/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The offer represents a discount to the trailing-one year high closing price, the board did not approve the transaction unanimously, and the founder/former-CEO is publicly opposed to the deal. These are important considerations, but no compelling evidence has been presented that a reasonably-available alternative would provide shareholders with more value than the proposed offer. Likewise, the board ran a public sale process that appears to have been thorough, no actionable superior proposals have emerged, and a shareholder with a history of public activism in the stock has supported the deal. All in, these factors suggest that the unaffected price is a more appropriate anchor of value for shareholders than the historical trading range, that the offer is not opportunistic, and that there is downside risk of non-approval. As such, a vote FOR this proposal is warranted.
Quotient Technology Inc.	09/01/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards will automatically accelerate upon merger completion, cash severance is double trigger and reasonably based. In addition, no excise tax gross-ups are payable.
Quotient Technology Inc.	09/01/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying merger agreement merits support
Radiant Logistics, Inc.	11/15/2023	Management	1	Yes	Elect Director Bohn H. Crain	For	For	For	For	Votes AGAINST Richard Palmieri, Michael Gould, and Kristin Toth are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominee, Bohn Crain, is warranted.

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Radiant Logistics, Inc.	11/15/2023	Management	2	Yes	Elect Director Richard P. Palmieri	For	Against	Against	Against	Votes AGAINST Richard Palmieri, Michael Gould, and Kristin Toth are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominee, Bohn Crain, is warranted.
Radiant Logistics, Inc.	11/15/2023	Management	3	Yes	Elect Director Michael Gould	For	Against	Against	Against	Votes AGAINST Richard Palmieri, Michael Gould, and Kristin Toth are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominee, Bohn Crain, is warranted.
Radiant Logistics, Inc.	11/15/2023	Management	4	Yes	Elect Director Kristin E. Toth	For	Against	Against	Against	Votes AGAINST Richard Palmieri, Michael Gould, and Kristin Toth are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominee, Bohn Crain, is warranted.
Radiant Logistics, Inc.	11/15/2023	Management	5	Yes	Ratify Moss Adams, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Radiant Logistics, Inc.	11/15/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.
RBC Bearings Incorporated	09/07/2023	Management	1	Yes	Elect Director Michael J. Hartnett	For	For	For	For	A vote AGAINST compensation committee chair Dolores Ennico is warranted for insufficient responsiveness following last year's failed say-on-pay proposal. A vote FOR Michael Hartnett is warranted at this time.
RBC Bearings Incorporated	09/07/2023	Management	2	Yes	Elect Director Dolores J. Ennico	For	Against	Against	Against	A vote AGAINST compensation committee chair Dolores Ennico is warranted for insufficient responsiveness following last year's failed say-on-pay proposal. A vote FOR Michael Hartnett is warranted at this time.
RBC Bearings Incorporated	09/07/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RBC Bearings Incorporated	09/07/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RBC Bearings Incorporated	09/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to last year's failed say-on-pay vote. While the proxy discloses certain shareholder concerns from before the failed vote, the company does not disclose engagement with shareholders following the most recent failed say-on-pay vote result. Further, the CEO's equity awards, while performance-based, are earned primarily based on an overlapping metric with the STI plan that is measured over a one-year performance period. Lastly, the grant value of the CEO's equity remains relatively large and does not include the three-year performance awards that have not yet been disclosed in pay table values.
RCI Hospitality Holdings, Inc.	08/28/2023	Management	1	Yes	Elect Director Eric S. Langan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board. WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Yura Barabash, Elaine Martin and Arthur Prialux are warranted given the persistence of material weaknesses in the company's internal controls over multiple years. WITHHOLD votes for Nominating Committee members Yura Barabash, Luke Lirot, Elaine Martin, and Arthur Prialux are warranted for lack of racial/ethnic diversity on the board.
RCI Hospitality Holdings, Inc.	08/28/2023	Management	2	Yes	Elect Director Travis Reese	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board. WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Yura Barabash, Elaine Martin and Arthur Prialux are warranted given the persistence of material weaknesses in the company's internal controls over multiple years. WITHHOLD votes for Nominating Committee members Yura Barabash, Luke Lirot, Elaine Martin, and Arthur Prialux are warranted for lack of racial/ethnic diversity on the board.
RCI Hospitality Holdings, Inc.	08/28/2023	Management	3	Yes	Elect Director Luke Lirot	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board. WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Yura Barabash, Elaine Martin and Arthur Prialux are warranted given the persistence of material weaknesses in the company's internal controls over multiple years. WITHHOLD votes for Nominating Committee members Yura Barabash, Luke Lirot, Elaine Martin, and Arthur Prialux are warranted for lack of racial/ethnic diversity on the board.
RCI Hospitality Holdings, Inc.	08/28/2023	Management	4	Yes	Elect Director Yura Barabash	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board. WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Yura Barabash, Elaine Martin and Arthur Prialux are warranted given the persistence of material weaknesses in the company's internal controls over multiple years. WITHHOLD votes for Nominating Committee members Yura Barabash, Luke Lirot, Elaine Martin, and Arthur Prialux are warranted for lack of racial/ethnic diversity on the board.
RCI Hospitality Holdings, Inc.	08/28/2023	Management	5	Yes	Elect Director Elaine J. Martin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board. WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Yura Barabash, Elaine Martin and Arthur Prialux are warranted given the persistence of material weaknesses in the company's internal controls over multiple years. WITHHOLD votes for Nominating Committee members Yura Barabash, Luke Lirot, Elaine Martin, and Arthur Prialux are warranted for lack of racial/ethnic diversity on the board.
RCI Hospitality Holdings, Inc.	08/28/2023	Management	6	Yes	Elect Director Arthur Allan Prialux	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board. WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Yura Barabash, Elaine Martin and Arthur Prialux are warranted given the persistence of material weaknesses in the company's internal controls over multiple years. WITHHOLD votes for Nominating Committee members Yura Barabash, Luke Lirot, Elaine Martin, and Arthur Prialux are warranted for lack of racial/ethnic diversity on the board.

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RCI Hospitality Holdings, Inc.	08/28/2023	Management	7	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
RCI Hospitality Holdings, Inc.	08/28/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's auto-related perquisite. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
RCI Hospitality Holdings, Inc.	08/28/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RCM Technologies, Inc.	12/14/2023	Management	1	Yes	Elect Director Bradley S. Vizi	For	For	For	For	Votes FOR all director nominees are warranted.
RCM Technologies, Inc.	12/14/2023	Management	2	Yes	Elect Director Chigozie O. Amadi	For	For	For	For	Votes FOR all director nominees are warranted.
RCM Technologies, Inc.	12/14/2023	Management	3	Yes	Elect Director Swarna Srinivas Kakodkar	For	For	For	For	Votes FOR all director nominees are warranted.
RCM Technologies, Inc.	12/14/2023	Management	4	Yes	Elect Director Jayanth S. Komarneni	For	For	For	For	Votes FOR all director nominees are warranted.
RCM Technologies, Inc.	12/14/2023	Management	5	Yes	Ratify WithumSmith+Brown, PC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
RCM Technologies, Inc.	12/14/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Replimune Group, Inc.	09/06/2023	Management	1	Yes	Elect Director Paolo Pucci	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Paolo Pucci given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR Veleka Peoples-Dyer are warranted.
Replimune Group, Inc.	09/06/2023	Management	2	Yes	Elect Director Veleka Peoples-Dyer	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominee Paolo Pucci given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR Veleka Peoples-Dyer are warranted.
Replimune Group, Inc.	09/06/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Resources Connection, Inc.	10/19/2023	Management	1	Yes	Elect Director Robert Kistingner	For	For	Against	Against	Votes AGAINST non-independent nominee Robert Kistingner are warranted for lack of a majority independent board. Votes AGAINST Robert Kistingner are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Resources Connection, Inc.	10/19/2023	Management	2	Yes	Elect Director Marco von Maltzan	For	For	For	For	Votes AGAINST non-independent nominee Robert Kistingner are warranted for lack of a majority independent board. Votes AGAINST Robert Kistingner are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Resources Connection, Inc.	10/19/2023	Management	3	Yes	Elect Director David White	For	For	For	For	Votes AGAINST non-independent nominee Robert Kistingner are warranted for lack of a majority independent board. Votes AGAINST Robert Kistingner are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Resources Connection, Inc.	10/19/2023	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Resources Connection, Inc.	10/19/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Resources Connection, Inc.	10/19/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Revolution Medicines, Inc.	11/08/2023	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	The strategic rationale for the deal appears sound, in effect consummating a capital raising of more than \$1 billion in net cash to support RVM's late-stage development program. Considering RVM's need for capital and upside potential underlying its product pipeline upon further development, a vote FOR this proposal is warranted.
Revolution Medicines, Inc.	11/08/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction merits support.
Ribbon Communications, Inc.	08/03/2023	Management	1	Yes	Elect Director R. Stewart Ewing, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications, Inc.	08/03/2023	Management	2	Yes	Elect Director Bruns H. Grayson	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications, Inc.	08/03/2023	Management	3	Yes	Elect Director Beatriz V. Infante	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications, Inc.	08/03/2023	Management	4	Yes	Elect Director Scott Mair	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications, Inc.	08/03/2023	Management	5	Yes	Elect Director Bruce W. McClelland	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications, Inc.	08/03/2023	Management	6	Yes	Elect Director Shaul Shani	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications, Inc.	08/03/2023	Management	7	Yes	Elect Director Richard W. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications, Inc.	08/03/2023	Management	8	Yes	Elect Director Tanya Tamone	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications, Inc.	08/03/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ribbon Communications, Inc.	08/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ribbon Communications, Inc.	08/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ribbon Communications, Inc.	08/03/2023	Management	12	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law P	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Richardson Electronics, Ltd.	10/10/2023	Management	1	Yes	Elect Director Edward J. Richardson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Paul Plante, Jacques Belin, James (Jim) Benham, Kenneth (Chip) Halverson, and Robert (Bob) Kluge for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Edward Richardson as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Paul Plante for failing to establish racial/ethnic diversity on the board. Votes FOR director nominee Wendy Diddell are warranted.

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Richardson Electronics, Ltd.	10/10/2023	Management	2	Yes	Elect Director Paul J. Plante	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Paul Plante, Jacques Belin, James (Jim) Benham, Kenneth (Chip) Halverson, and Robert (Bob) Kluge for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Edward Richardson as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Paul Plante for failing to establish racial/ethnic diversity on the board. Votes FOR director nominee Wendy Diddell are warranted.
Richardson Electronics, Ltd.	10/10/2023	Management	3	Yes	Elect Director Jacques Belin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Paul Plante, Jacques Belin, James (Jim) Benham, Kenneth (Chip) Halverson, and Robert (Bob) Kluge for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Edward Richardson as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Paul Plante for failing to establish racial/ethnic diversity on the board. Votes FOR director nominee Wendy Diddell are warranted.
Richardson Electronics, Ltd.	10/10/2023	Management	4	Yes	Elect Director James Benham	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Paul Plante, Jacques Belin, James (Jim) Benham, Kenneth (Chip) Halverson, and Robert (Bob) Kluge for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Edward Richardson as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Paul Plante for failing to establish racial/ethnic diversity on the board. Votes FOR director nominee Wendy Diddell are warranted.
Richardson Electronics, Ltd.	10/10/2023	Management	5	Yes	Elect Director Kenneth Halverson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Paul Plante, Jacques Belin, James (Jim) Benham, Kenneth (Chip) Halverson, and Robert (Bob) Kluge for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Edward Richardson as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Paul Plante for failing to establish racial/ethnic diversity on the board. Votes FOR director nominee Wendy Diddell are warranted.
Richardson Electronics, Ltd.	10/10/2023	Management	6	Yes	Elect Director Robert Kluge	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Paul Plante, Jacques Belin, James (Jim) Benham, Kenneth (Chip) Halverson, and Robert (Bob) Kluge for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Edward Richardson as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Paul Plante for failing to establish racial/ethnic diversity on the board. Votes FOR director nominee Wendy Diddell are warranted.
Richardson Electronics, Ltd.	10/10/2023	Management	7	Yes	Elect Director Wendy S. Diddell	For	For	For	For	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Paul Plante, Jacques Belin, James (Jim) Benham, Kenneth (Chip) Halverson, and Robert (Bob) Kluge for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Edward Richardson as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Nominating Committee chair Paul Plante for failing to establish racial/ethnic diversity on the board. Votes FOR director nominee Wendy Diddell are warranted.
Richardson Electronics, Ltd.	10/10/2023	Management	8	Yes	Ratify BDO USA, P. A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Richardson Electronics, Ltd.	10/10/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Richardson Electronics, Ltd.	10/10/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Riverview Bancorp, Inc.	08/23/2023	Management	1	Yes	Elect Director Bradley J. Carlson	For	For	For	For	WITHHOLD votes for Bess Wills are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Bess Wills are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Riverview Bancorp, Inc.	08/23/2023	Management	2	Yes	Elect Director Larry A. Hoff	For	For	For	For	WITHHOLD votes for Bess Wills are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Bess Wills are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Riverview Bancorp, Inc.	08/23/2023	Management	3	Yes	Elect Director Bess R. Wills	For	For	Withhold	Withhold	WITHHOLD votes for Bess Wills are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Bess Wills are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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Riverview Bancorp, Inc.	08/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Disclosure concerns are noted under both incentive programs as performance targets are largely undisclosed, details around the individual performance goals are lacking, and actual results and achievements are not provided. In addition, performance shares under the long-term incentive are measured over relatively short one-year periods. However, mitigating factors have been identified for the year in review. Annual incentives were primarily determined by pre-set financial metrics, and a significant majority of long-term incentives were performance conditioned. In light of the noted concerns, continued monitoring is warranted and future quantitative pay-for-performance misalignments may be met with increased scrutiny, particularly if disclosure concerns are not addressed.
Riverview Bancorp, Inc.	08/23/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sapiens International Corp. NV	12/20/2023	Management	1	Yes	Reelect Guy Bernstein as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Guy Bernstein are further warranted for serving as a non-independent board chair. Votes AGAINST Guy Bernstein are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees are warranted.
Sapiens International Corp. NV	12/20/2023	Management	2	Yes	Reelect Roni Al Dor as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Guy Bernstein are further warranted for serving as a non-independent board chair. Votes AGAINST Guy Bernstein are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees are warranted.
Sapiens International Corp. NV	12/20/2023	Management	3	Yes	Reelect Eyal Ben-Chelouche as Director	For	For	For	For	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Guy Bernstein are further warranted for serving as a non-independent board chair. Votes AGAINST Guy Bernstein are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees are warranted.
Sapiens International Corp. NV	12/20/2023	Management	4	Yes	Reelect Yacov Elinav as Director	For	For	For	For	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Guy Bernstein are further warranted for serving as a non-independent board chair. Votes AGAINST Guy Bernstein are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees are warranted.
Sapiens International Corp. NV	12/20/2023	Management	5	Yes	Reelect Uzi Netanel as Director	For	For	For	For	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Guy Bernstein are further warranted for serving as a non-independent board chair. Votes AGAINST Guy Bernstein are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees are warranted.
Sapiens International Corp. NV	12/20/2023	Management	6	Yes	Reelect Naamit Salomon as Director	For	For	For	For	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Guy Bernstein are further warranted for serving as a non-independent board chair. Votes AGAINST Guy Bernstein are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees are warranted.
Sapiens International Corp. NV	12/20/2023	Management	7	Yes	Approve 2022 Annual Financial Statements	For	For	For	For	In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR this resolution is warranted.
Sapiens International Corp. NV	12/20/2023	Management	8	Yes	Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authoriz	For	For	Against	Against	A vote AGAINST this item is warranted as non-audit fees represent more than 25 percent of total fees paid.
SelectQuote, Inc.	11/14/2023	Management	1	Yes	Elect Director Timothy R. Danker	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Kavita Patel given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the bylaws, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Timothy (Tim) Danker is warranted.
SelectQuote, Inc.	11/14/2023	Management	2	Yes	Elect Director Kavita K. Patel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Kavita Patel given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the bylaws, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Timothy (Tim) Danker is warranted.
SelectQuote, Inc.	11/14/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SelectQuote, Inc.	11/14/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Seneca Foods Corporation	08/09/2023	Management	1	Yes	Elect Director Peter R. Call	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kraig Kayser and Peter Call are warranted for lack of a majority independent board. A vote FOR Bruce E. Ware is warranted.
Seneca Foods Corporation	08/09/2023	Management	2	Yes	Elect Director Kraig H. Kayser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kraig Kayser and Peter Call are warranted for lack of a majority independent board. A vote FOR Bruce E. Ware is warranted.
Seneca Foods Corporation	08/09/2023	Management	3	Yes	Elect Director Bruce E. Ware	For	For	For	For	WITHHOLD votes for non-independent nominees Kraig Kayser and Peter Call are warranted for lack of a majority independent board. A vote FOR Bruce E. Ware is warranted.
Seneca Foods Corporation	08/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Seneca Foods Corporation	08/09/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Smith & Wesson Brands, Inc.	09/19/2023	Management	1	Yes	Elect Director Anita D. Britt	For	For	For	For	WITHHOLD votes for Robert Scott and Barry Monheit are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair Denis Suggs are warranted for the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/19/2023	Management	2	Yes	Elect Director Fred M. Diaz	For	For	For	For	WITHHOLD votes for Robert Scott and Barry Monheit are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair Denis Suggs are warranted for the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/19/2023	Management	3	Yes	Elect Director Michelle J. Lohmeier	For	For	For	For	WITHHOLD votes for Robert Scott and Barry Monheit are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair Denis Suggs are warranted for the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/19/2023	Management	4	Yes	Elect Director Barry M. Monheit	For	For	Withhold	Withhold	WITHHOLD votes for Robert Scott and Barry Monheit are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair Denis Suggs are warranted for the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/19/2023	Management	5	Yes	Elect Director Robert L. Scott	For	For	Withhold	Withhold	WITHHOLD votes for Robert Scott and Barry Monheit are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair Denis Suggs are warranted for the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/19/2023	Management	6	Yes	Elect Director Mark P. Smith	For	For	For	For	WITHHOLD votes for Robert Scott and Barry Monheit are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair Denis Suggs are warranted for the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/19/2023	Management	7	Yes	Elect Director Denis G. Suggs	For	For	Withhold	Withhold	WITHHOLD votes for Robert Scott and Barry Monheit are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair Denis Suggs are warranted for the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/19/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Smith & Wesson Brands, Inc.	09/19/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Smith & Wesson Brands, Inc.	09/19/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Smith & Wesson Brands, Inc.	09/19/2023	Management	11	Yes	Provide Right to Call a Special Meeting at a 25 Percent Ownership	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
Smith & Wesson Brands, Inc.	09/19/2023	Management	12	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for C	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Smith & Wesson Brands, Inc.	09/19/2023	Shareholder	13	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership	Against	For	For	For	A vote FOR this proposal is warranted as the right to call special meetings at a 10 percent ownership threshold would enhance shareholders' rights.
Smith & Wesson Brands, Inc.	09/19/2023	Shareholder	14	Yes	Oversee and Report a Third Party Human Rights Impact Assessment	Against	For	For	For	A vote FOR this resolution is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Smith & Wesson's management of risks related to its business operations and products.
Southern Missouri Bancorp, Inc.	10/30/2023	Management	1	Yes	Elect Director Rebecca M. Brooks	For	For	Against	Against	Votes AGAINST non-independent nominees Rebecca Brooks, Dennis Robison and David Tooley are warranted for lack of a majority independent board. Votes AGAINST Rebecca Brooks, Dennis Robison and David Tooley are further warranted for serving as non-independent members of a key board committee. A vote FOR David L. McClain is warranted.
Southern Missouri Bancorp, Inc.	10/30/2023	Management	2	Yes	Elect Director Dennis C. Robison	For	For	Against	Against	Votes AGAINST non-independent nominees Rebecca Brooks, Dennis Robison and David Tooley are warranted for lack of a majority independent board. Votes AGAINST Rebecca Brooks, Dennis Robison and David Tooley are further warranted for serving as non-independent members of a key board committee. A vote FOR David L. McClain is warranted.
Southern Missouri Bancorp, Inc.	10/30/2023	Management	3	Yes	Elect Director David J. Tooley	For	For	Against	Against	Votes AGAINST non-independent nominees Rebecca Brooks, Dennis Robison and David Tooley are warranted for lack of a majority independent board. Votes AGAINST Rebecca Brooks, Dennis Robison and David Tooley are further warranted for serving as non-independent members of a key board committee. A vote FOR David L. McClain is warranted.
Southern Missouri Bancorp, Inc.	10/30/2023	Management	4	Yes	Elect Director David L. McClain	For	For	For	For	Votes AGAINST non-independent nominees Rebecca Brooks, Dennis Robison and David Tooley are warranted for lack of a majority independent board. Votes AGAINST Rebecca Brooks, Dennis Robison and David Tooley are further warranted for serving as non-independent members of a key board committee. A vote FOR David L. McClain is warranted.
Southern Missouri Bancorp, Inc.	10/30/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Southern Missouri Bancorp, Inc.	10/30/2023	Management	6	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Sovos Brands, Inc.	10/16/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the all-time closing high, the downside risk in the event of non-approval, and the cash form of consideration, which provides liquidity and certainty of value to SOVO shareholders, support FOR the transaction is warranted.
Sovos Brands, Inc.	10/16/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, given that the underlying transaction merits support.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	1	Yes	Elect Director Sherianne James	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	2	Yes	Elect Director Leslie L. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	3	Yes	Elect Director Joan Chow	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	4	Yes	Elect Director Gautam Patel	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	5	Yes	Elect Director Hugh R. Rovit	For	For	For	For	A vote FOR all director nominees is warranted.

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Spectrum Brands Holdings, Inc.	08/08/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the aggregate amount of life insurance perquisites provided to certain NEOs is deemed excessive.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Spectrum Pharmaceuticals, Inc.	07/27/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted in light of the thorough sales process, offer premium, and downside risk of non-approval.
Spectrum Pharmaceuticals, Inc.	07/27/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the proxy does not disclose sufficient information for shareholders to make an informed voting decision. Specifically, the merger proxy does not disclose a golden parachute table quantifying the estimated value of cash payments and equity acceleration in connection with the merger.
Spectrum Pharmaceuticals, Inc.	07/27/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support. In the absence of a formal Governance Committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Lhota, Joel Litvin, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Carl E. Vogel, is warranted.
Sphere Entertainment Co.	12/08/2023	Management	1	Yes	Elect Director Joseph J. Lhota	For	Withhold	Withhold	Withhold	In the absence of a formal Governance Committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Lhota, Joel Litvin, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Carl E. Vogel, is warranted.
Sphere Entertainment Co.	12/08/2023	Management	2	Yes	Elect Director Joel M. Litvin	For	Withhold	Withhold	Withhold	In the absence of a formal Governance Committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Lhota, Joel Litvin, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Carl E. Vogel, is warranted.
Sphere Entertainment Co.	12/08/2023	Management	3	Yes	Elect Director John L. Sykes	For	Withhold	Withhold	Withhold	In the absence of a formal Governance Committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Lhota, Joel Litvin, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Carl E. Vogel, is warranted.
Sphere Entertainment Co.	12/08/2023	Management	4	Yes	Elect Director Carl E. Vogel	For	For	For	For	In the absence of a formal Governance Committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Lhota, Joel Litvin, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Carl E. Vogel, is warranted.
Sphere Entertainment Co.	12/08/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sphere Entertainment Co.	12/08/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.32 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sphere Entertainment Co.	12/08/2023	Management	7	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because a qualitative review of the director compensation indicates deficiencies.
Sphere Entertainment Co.	12/08/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
Spok Holdings, Inc.	07/25/2023	Management	1	Yes	Elect Director Bobby Byrne	For	For	For	For	Votes AGAINST Governance Committee Chair Christine Cournoyer are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Spok Holdings, Inc.	07/25/2023	Management	2	Yes	Elect Director Christine M. Cournoyer	For	For	Against	Against	Votes AGAINST Governance Committee Chair Christine Cournoyer are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Spok Holdings, Inc.	07/25/2023	Management	3	Yes	Elect Director Randy Hyun	For	For	For	For	Votes AGAINST Governance Committee Chair Christine Cournoyer are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Spok Holdings, Inc.	07/25/2023	Management	4	Yes	Elect Director Vincent D. Kelly	For	For	For	For	Votes AGAINST Governance Committee Chair Christine Cournoyer are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Spok Holdings, Inc.	07/25/2023	Management	5	Yes	Elect Director Brett Shockley	For	For	For	For	Votes AGAINST Governance Committee Chair Christine Cournoyer are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Spok Holdings, Inc.	07/25/2023	Management	6	Yes	Elect Director Todd Stein	For	For	For	For	Votes AGAINST Governance Committee Chair Christine Cournoyer are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Spok Holdings, Inc.	07/25/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spok Holdings, Inc.	07/25/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the company demonstrated only limited responsiveness to shareholder concerns following last year's low say-on-pay support.
Spok Holdings, Inc.	07/25/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Spok Holdings, Inc.	07/25/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Standex International Corporation	10/24/2023	Management	1	Yes	Elect Director Charles H. Cannon, Jr.	For	For	Against	Against	Votes AGAINST Charles Cannon Jr. are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Standex International Corporation	10/24/2023	Management	2	Yes	Elect Director David Dunbar	For	For	For	For	Votes AGAINST Charles Cannon Jr. are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Standex International Corporation	10/24/2023	Management	3	Yes	Elect Director Michael A. Hickey	For	For	For	For	Votes AGAINST Charles Cannon Jr. are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Standex International Corporation	10/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Standex International Corporation	10/24/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Steelcase Inc.	07/12/2023	Management	1	Yes	Elect Director Sara E. Armbruster	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	2	Yes	Elect Director Timothy C. E. Brown	For	Against	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	3	Yes	Elect Director Connie K. Duckworth	For	Against	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	4	Yes	Elect Director Sanjay Gupta	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	5	Yes	Elect Director Todd P. Kelsey	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	6	Yes	Elect Director Jennifer C. Niemann	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	7	Yes	Elect Director Robert C. Pew, III	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	8	Yes	Elect Director Cathy D. Ross	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	9	Yes	Elect Director Catherine C. B. Schmelter	For	Against	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal I	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Steelcase Inc.	07/12/2023	Management	10	Yes	Elect Director Peter M. Wege, II	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	11	Yes	Elect Director Linda K. Williams	For	Against	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	12	Yes	Elect Director Kate Pew Wolters	For	Against	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II, and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II, and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Timothy Brown, Connie Duckworth, Catherine Schmelter, Linda Williams, and Kate Wolters is warranted given the problematic multi-class capital structure. A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	07/12/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Steelcase Inc.	07/12/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Steelcase Inc.	07/12/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Steelcase Inc.	07/12/2023	Management	16	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
StepStone Group Inc.	09/13/2023	Management	1	Yes	Elect Director Scott W. Hart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Scott Hart are warranted for lack of a majority independent board. WITHHOLD votes for Scott Hart are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
StepStone Group Inc.	09/13/2023	Management	2	Yes	Elect Director David F. Hoffmeister	For	For	For	For	WITHHOLD votes for non-independent nominee Scott Hart are warranted for lack of a majority independent board. WITHHOLD votes for Scott Hart are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
StepStone Group Inc.	09/13/2023	Management	3	Yes	Elect Director Anne L. Raymond	For	For	For	For	WITHHOLD votes for non-independent nominee Scott Hart are warranted for lack of a majority independent board. WITHHOLD votes for Scott Hart are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
StepStone Group Inc.	09/13/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
StepStone Group Inc.	09/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
StepStone Group Inc.	09/13/2023	Management	6	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and has limits on employee contributions.
Stitch Fix, Inc.	12/12/2023	Management	1	Yes	Elect Director Matt Baer	For	For	For	For	WITHHOLD votes for Governance Committee member J. William (Bill) Gurley are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. A vote FOR Matt Baer is warranted.
Stitch Fix, Inc.	12/12/2023	Management	2	Yes	Elect Director J. William Gurley	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member J. William (Bill) Gurley are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. A vote FOR Matt Baer is warranted.
Stitch Fix, Inc.	12/12/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company's equity awards and the new CEO's sign-on equity awards were entirely time-based and lacked any long-term performance criteria. Investors generally prefer for at least a portion of grants to require the achievement of performance vesting criteria. Furthermore, while annual incentive awards remain based primarily on objective financial performance metrics, some concern is noted surrounding target goal setting.
Stitch Fix, Inc.	12/12/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
StoneX Group Inc.	08/10/2023	Management	1	Yes	Increase Authorized Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the proposed increase in the number of authorized shares of common stock is excessive.
StoneX Group Inc.	08/10/2023	Management	2	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stratasys Ltd.	08/08/2023	Management	3	Yes	Reelect S. Scott Crump as Director	For	For	For	For	Given that the board as currently constituted appears to have responded appropriately to the most recent incoming acquisition proposals, and that the election at this AGM of dissident nominees - most of whom are executives of a hostile bidder - would seem to be of limited value in ensuring an objective assessment of the available alternatives, votes are warranted FOR the full management slate: Crump, McEleney, Ofer, Patir, Reis, Schoellhorn, Seroussi, and Shorr.

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Stratasys Ltd.	08/08/2023	Management	4	Yes	Reelect John J. McEleney as Director	For	For	For	For	Given that the board as currently constituted appears to have responded appropriately to the most recent incoming acquisition proposals, and that the election at this AGM of dissident nominees - most of whom are executives of a hostile bidder - would seem to be of limited value in ensuring an objective assessment of the available alternatives, votes are warranted FOR the full management slate: Crump, McEleney, Ofer, Patir, Reis, Schoellhorn, Seroussi, and Shorr.
Stratasys Ltd.	08/08/2023	Management	5	Yes	Reelect Dov Ofer as Director	For	For	For	For	Given that the board as currently constituted appears to have responded appropriately to the most recent incoming acquisition proposals, and that the election at this AGM of dissident nominees - most of whom are executives of a hostile bidder - would seem to be of limited value in ensuring an objective assessment of the available alternatives, votes are warranted FOR the full management slate: Crump, McEleney, Ofer, Patir, Reis, Schoellhorn, Seroussi, and Shorr.
Stratasys Ltd.	08/08/2023	Management	6	Yes	Reelect Ziva Patir as Director	For	For	For	For	Given that the board as currently constituted appears to have responded appropriately to the most recent incoming acquisition proposals, and that the election at this AGM of dissident nominees - most of whom are executives of a hostile bidder - would seem to be of limited value in ensuring an objective assessment of the available alternatives, votes are warranted FOR the full management slate: Crump, McEleney, Ofer, Patir, Reis, Schoellhorn, Seroussi, and Shorr.
Stratasys Ltd.	08/08/2023	Management	7	Yes	Reelect David Reis as Director	For	For	For	For	Given that the board as currently constituted appears to have responded appropriately to the most recent incoming acquisition proposals, and that the election at this AGM of dissident nominees - most of whom are executives of a hostile bidder - would seem to be of limited value in ensuring an objective assessment of the available alternatives, votes are warranted FOR the full management slate: Crump, McEleney, Ofer, Patir, Reis, Schoellhorn, Seroussi, and Shorr.
Stratasys Ltd.	08/08/2023	Management	8	Yes	Reelect Michael Schoellhorn as Director	For	For	For	For	Given that the board as currently constituted appears to have responded appropriately to the most recent incoming acquisition proposals, and that the election at this AGM of dissident nominees - most of whom are executives of a hostile bidder - would seem to be of limited value in ensuring an objective assessment of the available alternatives, votes are warranted FOR the full management slate: Crump, McEleney, Ofer, Patir, Reis, Schoellhorn, Seroussi, and Shorr.
Stratasys Ltd.	08/08/2023	Management	9	Yes	Reelect Yair Seroussi as Director	For	For	For	For	Given that the board as currently constituted appears to have responded appropriately to the most recent incoming acquisition proposals, and that the election at this AGM of dissident nominees - most of whom are executives of a hostile bidder - would seem to be of limited value in ensuring an objective assessment of the available alternatives, votes are warranted FOR the full management slate: Crump, McEleney, Ofer, Patir, Reis, Schoellhorn, Seroussi, and Shorr.
Stratasys Ltd.	08/08/2023	Management	10	Yes	Reelect Adina Shorr as Director	For	For	For	For	Given that the board as currently constituted appears to have responded appropriately to the most recent incoming acquisition proposals, and that the election at this AGM of dissident nominees - most of whom are executives of a hostile bidder - would seem to be of limited value in ensuring an objective assessment of the available alternatives, votes are warranted FOR the full management slate: Crump, McEleney, Ofer, Patir, Reis, Schoellhorn, Seroussi, and Shorr.
Stratasys Ltd.	08/08/2023	Shareholder	12	Yes	Elect Yoav Stern as Director	Against	Against	Against	Against	Votes AGAINST the dissident nominees are warranted.
Stratasys Ltd.	08/08/2023	Shareholder	13	Yes	Elect Nick Geddes as Director	Against	Against	Against	Against	Votes AGAINST the dissident nominees are warranted.
Stratasys Ltd.	08/08/2023	Shareholder	14	Yes	Elect Hanan Gino as Director	Against	Against	Against	Against	Votes AGAINST the dissident nominees are warranted.
Stratasys Ltd.	08/08/2023	Shareholder	15	Yes	Elect Zeev Holtzman as Director	Against	Against	Against	Against	Votes AGAINST the dissident nominees are warranted.
Stratasys Ltd.	08/08/2023	Shareholder	16	Yes	Elect Zivi Nedivi as Director	Against	Against	Against	Against	Votes AGAINST the dissident nominees are warranted.
Stratasys Ltd.	08/08/2023	Shareholder	17	Yes	Elect Tomer Pinchas as Director	Against	Against	Against	Against	Votes AGAINST the dissident nominees are warranted.
Stratasys Ltd.	08/08/2023	Shareholder	18	Yes	Elect Yael Sandler as Director	Against	Against	Against	Against	Votes AGAINST the dissident nominees are warranted.
Stratasys Ltd.	08/08/2023	Management	19	Yes	Reappoint Kesselman & Kesselman as Auditors and Authorize Board	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Stratasys Ltd.	09/28/2023	Management	1	Yes	Approve Certain Matters to be Effected in connection with the Agree	For	Against	Against	Against	While the proposed transaction does not appear to be value-destructive, it is not clear that it creates value for SSYS shareholders. DDD's alternative offer to acquire the company, by contrast, presents a more convincing route to value creation for SSYS shareholders. In addition, given the poor market reaction to the proposed transaction versus the positive reactions to DDD's offers, the outsized consideration given by SSYS to post-transaction roles for its executives, and the hedge presented by DDD's half-cash offer in a declining market, a vote AGAINST the transaction is warranted.
Stratasys Ltd.	09/28/2023	Management	2	Yes	Approval Extension of Expiration Date of Stratasys' Existing Share	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the underlying proposal does not merit support. Vote requirement: Majority of votes cast (abstentions and broker non-votes have no effect)
Stratasys Ltd.	09/28/2023	Management	3	Yes	Amend Share Incentive Plan (Subject to Completion of the Merger)	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the underlying proposal does not merit support. Vote requirement: Majority of votes cast (abstentions and broker non-votes have no effect)
STRATTEC SECURITY CORPORAT	10/10/2023	Management	1	Yes	Elect Director David R. Zimmer	For	For	Against	Against	Votes AGAINST non-independent nominee David Zimmer are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee member David Zimmer are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
STRATTEC SECURITY CORPORAT	10/10/2023	Management	2	Yes	Elect Director Bruce M. Lisman	For	For	For	For	Votes AGAINST non-independent nominee David Zimmer are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee member David Zimmer are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
STRATTEC SECURITY CORPORAT	10/10/2023	Management	3	Yes	Elect Director F. Jack Liebau, Jr.	For	For	For	For	Votes AGAINST non-independent nominee David Zimmer are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee member David Zimmer are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
STRATTEC SECURITY CORPORAT	10/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
STRATTEC SECURITY CORPORAT	10/10/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
STRATTEC SECURITY CORPORAT	10/10/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.

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Stride, Inc.	12/07/2023	Management	1	Yes	Elect Director Aida M. Alvarez	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	2	Yes	Elect Director Craig R. Barrett	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	3	Yes	Elect Director Robert L. Cohen	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	4	Yes	Elect Director Steven B. Fink	For	For	Withhold	Withhold	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	5	Yes	Elect Director Robert E. Knowing, Jr.	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	6	Yes	Elect Director Allison Lawrence	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	7	Yes	Elect Director Liza McFadden	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	8	Yes	Elect Director James J. Rhyu	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	9	Yes	Elect Director Ralph Smith	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	10	Yes	Elect Director Joseph A. Verbrugge	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/07/2023	Management	11	Yes	Ratify BDO USA, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stride, Inc.	12/07/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Stride, Inc.	12/07/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stride, Inc.	12/07/2023	Shareholder	14	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Summit Financial Group, Inc.	12/06/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board's decision to forgo an auction process is a cause for concern, since investors lack market-based evidence that the deal presented in fact represents the best available alternative. That being said, the strategic value appears sound, as the combined company will have increased scale, loan and deposit portfolio diversity, and the ability to increase investments in growth. Further, the merger consideration implied a premium at announcement, the merger is expected to generate cost savings and be accretive to earnings, and the equity form of consideration provides an opportunity to participate in the potential upside of the combined company. On balance, support FOR the proposed transaction is warranted.
Summit Financial Group, Inc.	12/06/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Certain NEOs maintain modified single trigger severance provisions which potentially allow them to voluntarily resign within a period following the change in control and receive a portion of their severance. Further, one NEO is expected to receive a gross-up payment on his severance, which is considered by many investors to be a problematic pay practice.
Summit Financial Group, Inc.	12/06/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Synaptics Incorporated	10/24/2023	Management	1	Yes	Elect Director Nelson C. Chan	For	For	Against	Against	Votes AGAINST non-independent nominee Nelson Chan are warranted for lack of a majority independent board and for serving as a non-independent member of certain key board committees. A vote FOR Susan J. Hardman is warranted.
Synaptics Incorporated	10/24/2023	Management	2	Yes	Elect Director Susan J. Hardman	For	For	For	For	Votes AGAINST non-independent nominee Nelson Chan are warranted for lack of a majority independent board and for serving as a non-independent member of certain key board committees. A vote FOR Susan J. Hardman is warranted.
Synaptics Incorporated	10/24/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Though positive features are noted in the STI and LTI programs, including that significant portions of both programs were based on pre-set financial metrics and that pay outcomes in the STI program are in line with recent company performance, a number of major concerns are noted. In particular, the target annual equity grant value increased significantly in FY2023, and the proxy does not provide any rationale for this increase in pay. Target setting is also a concern in the STI and LTI programs, while the maximum vesting opportunity for a portion of the LTI award was set at 300 percent of target, which exceeds market norms. Lastly, over half of the performance equity merely utilizes a one-year performance period.
Synaptics Incorporated	10/24/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Synaptics Incorporated	10/24/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Synaptics Incorporated	10/24/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Synaptics Incorporated	10/24/2023	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Synchronoss Technologies, Inc.	12/04/2023	Management	1	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the reverse stock split may enable the company to maintain the listing of its common stock on the Nasdaq Capital Market.
Synchronoss Technologies, Inc.	12/04/2023	Management	2	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Synchronoss Technologies, Inc.	12/04/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as Item 1 also merits support.
Syneos Health, Inc.	08/02/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the unaffected price, downside risk in the event of non-approval, and the cash form of consideration, which provides liquidity and certainty of value to SYNH shareholders, support FOR the transaction is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Syneos Health, Inc.	08/02/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although a portion of NEOs' equity will accelerate on a single trigger basis, and certain NEOs will receive retention bonuses in connection with the merger, the majority of equity is double trigger and retention bonus amounts are relatively modest. Further, both single-trigger equity and the retention bonuses are subject to clawback provisions. In addition, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Syneos Health, Inc.	08/02/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	1	Yes	Reelect Dilip Shanghvi as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board. Votes AGAINST James Kedrowski are further warranted for serving as a non-independent member of a key board committee. Votes AGAINST non-independent director nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are additionally warranted due to the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair. Votes FOR Oded Sarig are warranted at this time.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	2	Yes	Reelect Abhay Gandhi as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board. Votes AGAINST James Kedrowski are further warranted for serving as a non-independent member of a key board committee. Votes AGAINST non-independent director nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are additionally warranted due to the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair. Votes FOR Oded Sarig are warranted at this time.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	3	Yes	Reelect Sudhir Valia as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board. Votes AGAINST James Kedrowski are further warranted for serving as a non-independent member of a key board committee. Votes AGAINST non-independent director nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are additionally warranted due to the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair. Votes FOR Oded Sarig are warranted at this time.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	4	Yes	Reelect Uday Baldota as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board. Votes AGAINST James Kedrowski are further warranted for serving as a non-independent member of a key board committee. Votes AGAINST non-independent director nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are additionally warranted due to the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair. Votes FOR Oded Sarig are warranted at this time.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	5	Yes	Reelect James Kedrowski as Director	For	Against	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board. Votes AGAINST James Kedrowski are further warranted for serving as a non-independent member of a key board committee. Votes AGAINST non-independent director nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are additionally warranted due to the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair. Votes FOR Oded Sarig are warranted at this time.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	6	Yes	Reelect Oded Sarig as Director	For	For	For	For	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board. Votes AGAINST James Kedrowski are further warranted for serving as a non-independent member of a key board committee. Votes AGAINST non-independent director nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are additionally warranted due to the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair. Votes FOR Oded Sarig are warranted at this time.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	7	Yes	Approve Renewal of Compensation Policy for the Directors and Officers	For	Against	Against	Against	A vote AGAINST this item is merited because the policy terms include excessive discretion to increase fixed salaries without shareholders' oversight.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	8	Yes	Reappoint Ziv Haft as Auditors and Authorize Board to Fix Their Retainer	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Taro Pharmaceutical Industries Ltd.	12/28/2023	Management	9	Yes	Vote FOR if you are NOT a controlling shareholder and do NOT have a conflict of interest	None	Refer	Refer	For	Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will be disqualified.
Tecnoglass Inc.	12/28/2023	Management	1	Yes	Elect Director Anne Louise Carricarte	For	For	For	For	Votes AGAINST non-independent nominee are warranted for lack of a majority independent board. Votes AGAINST incumbent Audit Committee members Luis Fernando Castro Vergara and Carlos Alfredo Cure Cure are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR remaining director nominee Anne Louise Carricarte are warranted.
Tecnoglass Inc.	12/28/2023	Management	2	Yes	Elect Director Luis Fernando Castro Vergara	For	For	Against	Against	Votes AGAINST non-independent nominee are warranted for lack of a majority independent board. Votes AGAINST incumbent Audit Committee members Luis Fernando Castro Vergara and Carlos Alfredo Cure Cure are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR remaining director nominee Anne Louise Carricarte are warranted.
Tecnoglass Inc.	12/28/2023	Management	3	Yes	Elect Director Carlos Alfredo Cure Cure	For	For	Against	Against	Votes AGAINST non-independent nominee are warranted for lack of a majority independent board. Votes AGAINST incumbent Audit Committee members Luis Fernando Castro Vergara and Carlos Alfredo Cure Cure are warranted for neglecting to include auditor ratification on the proxy ballot. Votes FOR remaining director nominee Anne Louise Carricarte are warranted.
TEGNA Inc.	08/17/2023	Management	1	Yes	Elect Director Gina L. Bianchini	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	08/17/2023	Management	2	Yes	Elect Director Howard D. Elias	For	For	Against	Against	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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TEGNA Inc.	08/17/2023	Management	3	Yes	Elect Director Stuart J. Epstein	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	08/17/2023	Management	4	Yes	Elect Director Karen H. Grimes	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	08/17/2023	Management	5	Yes	Elect Director David T. Lougee	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	08/17/2023	Management	6	Yes	Elect Director Scott K. McCune	For	For	Against	Against	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	08/17/2023	Management	7	Yes	Elect Director Henry W. McGee	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	08/17/2023	Management	8	Yes	Elect Director Neal Shapiro	For	For	Against	Against	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	08/17/2023	Management	9	Yes	Elect Director Melinda C. Witmer	For	For	For	For	Votes AGAINST Howard Elias, Scott McCune and Neal Shapiro are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TEGNA Inc.	08/17/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TEGNA Inc.	08/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
TEGNA Inc.	08/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TEGNA Inc.	08/17/2023	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder	Against	For	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
TESSCO Technologies Incorporated	07/13/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the company's reasonably thorough review of strategic alternatives, the premium to the unaffected price and historical trading levels, the certainty of value inherent in the cash form of consideration, and the downside risk of non-approval, a vote FOR the merger transaction is warranted.
TESSCO Technologies Incorporated	07/13/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Equity awards will automatically accelerate upon the merger closing and the treatment of PSUs is somewhat unclear. However, cash severance is double trigger and reasonably based and the reported value of equity acceleration is modest. In addition, no excise tax gross-ups are payable.
TESSCO Technologies Incorporated	07/13/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.
The Container Store Group, Inc.	08/30/2023	Management	1	Yes	Elect Director Caryl Stern	For	For	For	For	A vote FOR Caryl Stern is warranted.
The Container Store Group, Inc.	08/30/2023	Management	2	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Container Store Group, Inc.	08/30/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The Container Store Group, Inc.	08/30/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Hain Celestial Group, Inc.	10/26/2023	Management	1	Yes	Elect Director Richard A. Beck	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	10/26/2023	Management	2	Yes	Elect Director Neil Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	10/26/2023	Management	3	Yes	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	10/26/2023	Management	4	Yes	Elect Director Wendy P. Davidson	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	10/26/2023	Management	5	Yes	Elect Director Shervin J. Korangy	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	10/26/2023	Management	6	Yes	Elect Director Michael B. Sims	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	10/26/2023	Management	7	Yes	Elect Director Carlyn R. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	10/26/2023	Management	8	Yes	Elect Director Dawn M. Zier	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	10/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as sufficient mitigating factors have been identified for the pay-for-performance misalignment. While the new CEO's total pay was elevated in the year under review, this was primarily due to one-time make-whole awards provided for compensation she forfeited at her prior employer. Moreover, the STI and LTI target opportunities for the new CEO were set well below the former CEO pay levels and the majority of the pay program is tied to pre-set objective performance measures.
The Hain Celestial Group, Inc.	10/26/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Hain Celestial Group, Inc.	10/26/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The L.S. Starrett Company	11/08/2023	Management	1	Yes	Elect Director Thomas J. Riordan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Thomas (Tom) Riordan and Christopher (Chris) Gahagan for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes are further warranted for Governance Committee members Thomas (Tom) Riordan and Christopher (Chris) Gahagan for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision.
The L.S. Starrett Company	11/08/2023	Management	2	Yes	Elect Director Christopher C. Gahagan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Thomas (Tom) Riordan and Christopher (Chris) Gahagan for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes are further warranted for Governance Committee members Thomas (Tom) Riordan and Christopher (Chris) Gahagan for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision.

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The L.S. Starrett Company	11/08/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not disclose performance goals for certain incentive and equity awards.
The L.S. Starrett Company	11/08/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The L.S. Starrett Company	11/08/2023	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Thermon Group Holdings, Inc.	07/31/2023	Management	1	Yes	Elect Director John Clarke	For	For	For	For	WITHHOLD votes for non-independent nominees John Nesser III, Bruce Thames, Marcus George and Kevin McGinty are warranted for lack of a majority independent board. WITHHOLD votes for Marcus George and Kevin McGinty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	07/31/2023	Management	2	Yes	Elect Director Linda Dalgetty	For	For	For	For	WITHHOLD votes for non-independent nominees John Nesser III, Bruce Thames, Marcus George and Kevin McGinty are warranted for lack of a majority independent board. WITHHOLD votes for Marcus George and Kevin McGinty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	07/31/2023	Management	3	Yes	Elect Director Roger Fix	For	For	For	For	WITHHOLD votes for non-independent nominees John Nesser III, Bruce Thames, Marcus George and Kevin McGinty are warranted for lack of a majority independent board. WITHHOLD votes for Marcus George and Kevin McGinty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	07/31/2023	Management	4	Yes	Elect Director Marcus George	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Nesser III, Bruce Thames, Marcus George and Kevin McGinty are warranted for lack of a majority independent board. WITHHOLD votes for Marcus George and Kevin McGinty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	07/31/2023	Management	5	Yes	Elect Director Kevin McGinty	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Nesser III, Bruce Thames, Marcus George and Kevin McGinty are warranted for lack of a majority independent board. WITHHOLD votes for Marcus George and Kevin McGinty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	07/31/2023	Management	6	Yes	Elect Director John Nesser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Nesser III, Bruce Thames, Marcus George and Kevin McGinty are warranted for lack of a majority independent board. WITHHOLD votes for Marcus George and Kevin McGinty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	07/31/2023	Management	7	Yes	Elect Director Angela Strzelecki	For	For	For	For	WITHHOLD votes for non-independent nominees John Nesser III, Bruce Thames, Marcus George and Kevin McGinty are warranted for lack of a majority independent board. WITHHOLD votes for Marcus George and Kevin McGinty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	07/31/2023	Management	8	Yes	Elect Director Bruce Thames	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Nesser III, Bruce Thames, Marcus George and Kevin McGinty are warranted for lack of a majority independent board. WITHHOLD votes for Marcus George and Kevin McGinty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	07/31/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Thermon Group Holdings, Inc.	07/31/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Transcat, Inc.	09/06/2023	Management	1	Yes	Elect Director Christopher P. Gillette	For	For	For	For	A vote FOR all director nominees is warranted.
Transcat, Inc.	09/06/2023	Management	2	Yes	Elect Director Gary J. Haseley	For	For	For	For	A vote FOR all director nominees is warranted.
Transcat, Inc.	09/06/2023	Management	3	Yes	Elect Director Mbago M. Kaniki	For	For	For	For	A vote FOR all director nominees is warranted.
Transcat, Inc.	09/06/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Transcat, Inc.	09/06/2023	Management	5	Yes	Ratify Freed Maxick CPAs, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Triton International Limited	08/24/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the sale process was not comprehensive, a vote FOR the acquisition is warranted based on the strategic rationale, premium, potential downside risk of non-approval, and the flexible form of consideration.
Triton International Limited	08/24/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although performance-based restricted shares will be deemed earned at maximum, equity treatment is otherwise double-trigger and unvested shares will be converted to cash awards that remain subject to vesting conditions. In addition, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Triton International Limited	08/24/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Turtle Beach Corporation	07/06/2023	Management	1	Yes	Elect Director Terry Jimenez	For	For	For	For	WITHHOLD votes for Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	07/06/2023	Management	2	Yes	Elect Director L. Gregory Ballard	For	For	For	For	WITHHOLD votes for Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	07/06/2023	Management	3	Yes	Elect Director Katherine L. Scherping	For	For	For	For	WITHHOLD votes for Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	07/06/2023	Management	4	Yes	Elect Director Julia W. Sze	For	For	For	For	WITHHOLD votes for Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	07/06/2023	Management	5	Yes	Elect Director Michelle D. Wilson	For	For	For	For	WITHHOLD votes for Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	07/06/2023	Management	6	Yes	Elect Director Andrew Wolfe	For	For	Withhold	Withhold	WITHHOLD votes for Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	07/06/2023	Management	7	Yes	Elect Director William Wyatt	For	For	For	For	WITHHOLD votes for Andrew Wolfe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Turtle Beach Corporation	07/06/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

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Turtle Beach Corporation	07/06/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.17 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Turtle Beach Corporation	07/06/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Twin Disc, incorporated	10/26/2023	Management	1	Yes	Elect Director Michael Doar	For	For	Withhold	Withhold	WITHHOLD votes for Michael Doar are warranted for serving as a non-independent member of certain key board committees. A vote FOR Michael C. Smiley is warranted.
Twin Disc, incorporated	10/26/2023	Management	2	Yes	Elect Director Michael C. Smiley	For	For	For	For	WITHHOLD votes for Michael Doar are warranted for serving as a non-independent member of certain key board committees. A vote FOR Michael C. Smiley is warranted.
Twin Disc, incorporated	10/26/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Twin Disc, incorporated	10/26/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Twin Disc, incorporated	10/26/2023	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ultralife Corporation	07/19/2023	Management	1	Yes	Elect Director Michael E. Manna	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Manna, Thomas Saeli and Robert (Bob) Shaw II are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli and Robert (Bob) Shaw II are also warranted for serving as non-independent members of a key board committee. A vote FOR Janie Goddard is warranted.
Ultralife Corporation	07/19/2023	Management	2	Yes	Elect Director Janie Goddard	For	For	For	For	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Manna, Thomas Saeli and Robert (Bob) Shaw II are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli and Robert (Bob) Shaw II are also warranted for serving as non-independent members of a key board committee. A vote FOR Janie Goddard is warranted.
Ultralife Corporation	07/19/2023	Management	3	Yes	Elect Director Thomas L. Saeli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Manna, Thomas Saeli and Robert (Bob) Shaw II are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli and Robert (Bob) Shaw II are also warranted for serving as non-independent members of a key board committee. A vote FOR Janie Goddard is warranted.
Ultralife Corporation	07/19/2023	Management	4	Yes	Elect Director Robert W. Shaw, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Manna, Thomas Saeli and Robert (Bob) Shaw II are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli and Robert (Bob) Shaw II are also warranted for serving as non-independent members of a key board committee. A vote FOR Janie Goddard is warranted.
Ultralife Corporation	07/19/2023	Management	5	Yes	Elect Director Bradford T. Whitmore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Manna, Thomas Saeli and Robert (Bob) Shaw II are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli and Robert (Bob) Shaw II are also warranted for serving as non-independent members of a key board committee. A vote FOR Janie Goddard is warranted.
Ultralife Corporation	07/19/2023	Management	6	Yes	Ratify Freed Maxick CPAs, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ultralife Corporation	07/19/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ultralife Corporation	07/19/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Under Armour, Inc.	08/29/2023	Management	1	Yes	Elect Director Kevin A. Plank	For	Withhold	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	2	Yes	Elect Director Douglas E. Coltharp	For	For	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	3	Yes	Elect Director Jerri L. DeVard	For	Withhold	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	4	Yes	Elect Director Mohamed A. El-Erian	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	5	Yes	Elect Director Carolyn N. Everson	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Under Armour, Inc.	08/29/2023	Management	6	Yes	Elect Director David W. Gibbs	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	7	Yes	Elect Director Karen W. Katz	For	Withhold	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	8	Yes	Elect Director Stephanie C. Linnartz	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	9	Yes	Elect Director Eric T. Olson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	10	Yes	Elect Director Patrick W. Whitesell	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The former CEO received significant cash severance upon a departure which was not clearly disclosed as a termination without cause.
Under Armour, Inc.	08/29/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Under Armour, Inc.	08/29/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Under Armour, Inc.	08/29/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because the non-auditing consulting fees represent more than 25 percent of total fees paid and the auditor's tenure at the company exceeds seven years.
Unifi, Inc.	10/31/2023	Management	1	Yes	Elect Director Emma S. Battle	For	For	For	For	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	10/31/2023	Management	2	Yes	Elect Director Francis S. Blake	For	For	For	For	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	10/31/2023	Management	3	Yes	Elect Director Albert P. Carey	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	10/31/2023	Management	4	Yes	Elect Director Archibald Cox, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	10/31/2023	Management	5	Yes	Elect Director Edmund M. Ingle	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	10/31/2023	Management	6	Yes	Elect Director Kenneth G. Langone	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	10/31/2023	Management	7	Yes	Elect Director Suzanne M. Present	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	10/31/2023	Management	8	Yes	Elect Director Rhonda L. Ramlo	For	For	For	For	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Unifi, Inc.	10/31/2023	Management	9	Yes	Elect Director Eva T. Zlotnicka	For	For	For	For	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	10/31/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Unifi, Inc.	10/31/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Unifi, Inc.	10/31/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Unifi, Inc.	10/31/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Natural Foods, Inc.	12/19/2023	Management	1	Yes	Elect Director Lynn S. Blake	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	2	Yes	Elect Director Gloria R. Boyland	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	3	Yes	Elect Director Denise M. Clark	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	4	Yes	Elect Director J. Alexander Miller Douglas	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	5	Yes	Elect Director Daphne J. Dufresne	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	6	Yes	Elect Director Michael S. Funk	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	7	Yes	Elect Director James M. Loree	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	8	Yes	Elect Director Shamim Mohammad	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	9	Yes	Elect Director James L. Muehlbauer	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	10	Yes	Elect Director James C. Pappas	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	11	Yes	Elect Director Jack Stahl	For	For	For	For	A vote FOR the director nominees is warranted.
United Natural Foods, Inc.	12/19/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Natural Foods, Inc.	12/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
United Natural Foods, Inc.	12/19/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United Natural Foods, Inc.	12/19/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Universal Corporation	08/01/2023	Management	1	Yes	Elect Director Thomas H. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Corporation	08/01/2023	Management	2	Yes	Elect Director Arthur J. Schick, Jr.	For	For	For	For	WITHHOLD votes for Thomas (Tom) Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Corporation	08/01/2023	Management	3	Yes	Elect Director Jacqueline T. Williams	For	For	For	For	WITHHOLD votes for Thomas (Tom) Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Corporation	08/01/2023	Management	4	Yes	Elect Director George C. Freeman, III	For	For	For	For	WITHHOLD votes for Thomas (Tom) Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Corporation	08/01/2023	Management	5	Yes	Elect Director Lennart R. Freeman	For	For	For	For	WITHHOLD votes for Thomas (Tom) Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Corporation	08/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Universal Corporation	08/01/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Universal Corporation	08/01/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Corporation	08/01/2023	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Usio, Inc.	07/12/2023	Management	1	Yes	Elect Director Elizabeth Michelle Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Usio, Inc.	07/12/2023	Management	2	Yes	Elect Director Ernesto R. Beyer	For	For	For	For	A vote FOR all director nominees is warranted.
Usio, Inc.	07/12/2023	Management	3	Yes	Elect Director Bradley Rollins	For	For	For	For	A vote FOR all director nominees is warranted.
Usio, Inc.	07/12/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. The company maintains change-in-control agreements that contain modified single trigger, excise tax gross-up, excessive severance basis and single-trigger equity vesting acceleration provisions. In addition, the company lacks risk mitigating provisions and does not disclose any pre-set metrics and goals for the NEOs' equity awards (other than the CEO).
Usio, Inc.	07/12/2023	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	Against	Against	Against	Despite the fact that the plan complies with Section 423 of the Internal Revenue Code and the reasonable offering period, a vote AGAINST this proposal is warranted given that the number of shares reserved would cause excessive voting power dilution.
Usio, Inc.	07/12/2023	Management	6	Yes	Ratify ADKF, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Value Line, Inc.	10/06/2023	Management	1	Yes	Elect Director Howard A. Brecher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Stephen Davis, Alfred Fiore and Glenn Muenzer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chairman Howard Brecher are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for failing to include auditor ratification on the proxy ballot.

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Value Line, Inc.	10/06/2023	Management	2	Yes	Elect Director Stephen R. Anastasio	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Stephen Davis, Alfred Fiore and Glenn Muenzer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chairman Howard Brecher are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for failing to include auditor ratification on the proxy ballot.
Value Line, Inc.	10/06/2023	Management	3	Yes	Elect Director Mary Bernstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Stephen Davis, Alfred Fiore and Glenn Muenzer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chairman Howard Brecher are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for failing to include auditor ratification on the proxy ballot.
Value Line, Inc.	10/06/2023	Management	4	Yes	Elect Director Alfred R. Fiore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Stephen Davis, Alfred Fiore and Glenn Muenzer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chairman Howard Brecher are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for failing to include auditor ratification on the proxy ballot.
Value Line, Inc.	10/06/2023	Management	5	Yes	Elect Director Stephen P. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Stephen Davis, Alfred Fiore and Glenn Muenzer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chairman Howard Brecher are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for failing to include auditor ratification on the proxy ballot.
Value Line, Inc.	10/06/2023	Management	6	Yes	Elect Director Glenn J. Muenzer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Stephen Davis, Alfred Fiore and Glenn Muenzer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chairman Howard Brecher are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for failing to include auditor ratification on the proxy ballot.
Value Line, Inc.	10/06/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Value Line, Inc.	10/06/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vector Group Ltd.	07/26/2023	Management	1	Yes	Elect Director Bennett S. LeBow	For	For	Against	Against	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	07/26/2023	Management	2	Yes	Elect Director Howard M. Lorber	For	For	Against	Against	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	07/26/2023	Management	3	Yes	Elect Director Richard J. Lampen	For	For	Against	Against	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	07/26/2023	Management	4	Yes	Elect Director Henry C. Beinstein	For	For	Against	Against	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	07/26/2023	Management	5	Yes	Elect Director Ronald J. Bernstein	For	For	Against	Against	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	07/26/2023	Management	6	Yes	Elect Director Paul V. Carlucci	For	For	For	For	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	07/26/2023	Management	7	Yes	Elect Director Jean E. Sharpe	For	For	Against	Against	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vector Group Ltd.	07/26/2023	Management	8	Yes	Elect Director Barry Watkins	For	For	For	For	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	07/26/2023	Management	9	Yes	Elect Director Wilson L. White	For	For	For	For	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	07/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions. In addition, the company provided an inordinate amount of aircraft-related perquisite to the CEO.
Vector Group Ltd.	07/26/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vector Group Ltd.	07/26/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vector Group Ltd.	07/26/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Vector Group Ltd.	07/26/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Veritiv Corporation	10/17/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board appears to have conducted a reasonably thorough process, and negotiated several increases in price, resulting in a 20 percent premium to the unaffected price, as well as a 31 percent premium to the 30-day VWAP as of the unaffected date. Moreover, VRTV's outperformance since announcement implies downside risk of non-approval, and the cash form of consideration provides certainty of value and immediate liquidity to shareholders. As such, support FOR the proposed transaction is warranted.
Veritiv Corporation	10/17/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While equity awards will vest upon the merger, cash severance is double trigger and reasonably based and no excise tax gross-ups are payable.
Veritiv Corporation	10/17/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted, given that the underlying transaction merits support.
ViaSat, Inc.	09/07/2023	Management	1	Yes	Elect Director Mark Dankberg	For	For	For	For	A vote FOR the director nominees is warranted.
ViaSat, Inc.	09/07/2023	Management	2	Yes	Elect Director Rajeev Suri	For	For	For	For	A vote FOR the director nominees is warranted.
ViaSat, Inc.	09/07/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ViaSat, Inc.	09/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ViaSat, Inc.	09/07/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ViaSat, Inc.	09/07/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.24 percent is excessive. * The plan allows for company loans to officers for the exercise of awards.
ViaSat, Inc.	09/07/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Viavi Solutions Inc.	11/08/2023	Management	1	Yes	Elect Director Richard E. Belluzzo	For	For	Against	Against	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	2	Yes	Elect Director Keith Barnes	For	For	Against	Against	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	3	Yes	Elect Director Laura Black	For	For	For	For	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	4	Yes	Elect Director Tor Braham	For	For	For	For	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	5	Yes	Elect Director Donald Colvin	For	For	For	For	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	6	Yes	Elect Director Douglas Gilstrap	For	For	For	For	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	7	Yes	Elect Director Masood A. Jabbar	For	For	Against	Against	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	8	Yes	Elect Director Oleg Khaykin	For	For	For	For	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	9	Yes	Elect Director Joanne Solomon	For	For	For	For	Votes AGAINST Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	11/08/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Viavi Solutions Inc.	11/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. A pay-for-performance misalignment exists for the year in review, though mitigating factors have been identified. The CEO's total pay in FY23 declined slightly and reflected the absence of any one-time awards after the compensation committee made a commitment not to grant one-time awards for at least three years. In addition, annual incentives were based on objective metrics with rigorous targets, and the CEO's incentive did not pay out, in alignment with company performance. Additionally, equity awards were half performance-conditioned, and relative TSR targets above-median performance.
Viavi Solutions Inc.	11/08/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Viavi Solutions Inc.	11/08/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Viavi Solutions Inc.	11/08/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Vital Energy, Inc.	11/21/2023	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Vital Energy, Inc.	11/21/2023	Management	2	Yes	Approve Issuance of Common Stock Upon Conversion of 2.0% Cu	For	For	For	For	A vote FOR this proposal is warranted. Some shareholders might prefer that the company pay cumulative cash dividends in lieu of conversion, given that approval of this proposal is not a closing condition of the transaction. Despite the resultant dilution, the rationale for the purchase agreements appears sound, the transactions are expected to be accretive to free cash flow, and approval of this proposal may facilitate the completion of the transaction.
Vital Energy, Inc.	11/21/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as all items merit shareholder support.
VOXX International Corporation	07/20/2023	Management	1	Yes	Elect Director Denise Waund Gibson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Steven (Steve) Downing, Beat Kahli, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Ari Shalam are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members John Adamovich Jr., Denise Gibson, and Ari Shalam given the problematic multi-class capital structure. WITHHOLD votes are also warranted for John Shalam as his ownership of the supervoting shares provides him with voting power control of the company.
VOXX International Corporation	07/20/2023	Management	2	Yes	Elect Director John Adamovich, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Steven (Steve) Downing, Beat Kahli, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Ari Shalam are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members John Adamovich Jr., Denise Gibson, and Ari Shalam given the problematic multi-class capital structure. WITHHOLD votes are also warranted for John Shalam as his ownership of the supervoting shares provides him with voting power control of the company.
VOXX International Corporation	07/20/2023	Management	3	Yes	Elect Director Steve Downing	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Steven (Steve) Downing, Beat Kahli, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Ari Shalam are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members John Adamovich Jr., Denise Gibson, and Ari Shalam given the problematic multi-class capital structure. WITHHOLD votes are also warranted for John Shalam as his ownership of the supervoting shares provides him with voting power control of the company.
VOXX International Corporation	07/20/2023	Management	4	Yes	Elect Director John J. Shalam	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Steven (Steve) Downing, Beat Kahli, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Ari Shalam are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members John Adamovich Jr., Denise Gibson, and Ari Shalam given the problematic multi-class capital structure. WITHHOLD votes are also warranted for John Shalam as his ownership of the supervoting shares provides him with voting power control of the company.
VOXX International Corporation	07/20/2023	Management	5	Yes	Elect Director Patrick M. Lavelle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Steven (Steve) Downing, Beat Kahli, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Ari Shalam are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members John Adamovich Jr., Denise Gibson, and Ari Shalam given the problematic multi-class capital structure. WITHHOLD votes are also warranted for John Shalam as his ownership of the supervoting shares provides him with voting power control of the company.
VOXX International Corporation	07/20/2023	Management	6	Yes	Elect Director Charles M. Stoehr	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Steven (Steve) Downing, Beat Kahli, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Ari Shalam are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members John Adamovich Jr., Denise Gibson, and Ari Shalam given the problematic multi-class capital structure. WITHHOLD votes are also warranted for John Shalam as his ownership of the supervoting shares provides him with voting power control of the company.
VOXX International Corporation	07/20/2023	Management	7	Yes	Elect Director Ari M. Shalam	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Steven (Steve) Downing, Beat Kahli, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Ari Shalam are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members John Adamovich Jr., Denise Gibson, and Ari Shalam given the problematic multi-class capital structure. WITHHOLD votes are also warranted for John Shalam as his ownership of the supervoting shares provides him with voting power control of the company.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposals	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VOXX International Corporation	07/20/2023	Management	8	Yes	Elect Director Beat Kahli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Steven (Steve) Downing, Beat Kahli, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Ari Shalam are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members John Adamovich Jr., Denise Gibson, and Ari Shalam given the problematic multi-class capital structure. WITHHOLD votes are also warranted for John Shalam as his ownership of the supervoting shares provides him with voting power control of the company.
VOXX International Corporation	07/20/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; * The company has a legacy arrangement with the CEO that provides for multi-year guaranteed time-based equity awards.
VOXX International Corporation	07/20/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
VOXX International Corporation	07/20/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Willis Lease Finance Corporation	07/25/2023	Management	1	Yes	Elect Director Rae Ann McKeating	For	Against	Against	Against	A vote AGAINST Rae Ann McKeating is warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote AGAINST Rae Ann McKeating is warranted for lack of racial/ethnic diversity on the board.
Willis Lease Finance Corporation	07/25/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The company did not disclose a formal bonus program and the executive chairman received a discretionary bonus and a relatively large base salary. In addition, while the CEO's equity awards were primarily performance-based, such awards utilize annual measurement periods. In addition, the company provided tax reimbursements in related to perquisites provided to the CEO.
Willis Lease Finance Corporation	07/25/2023	Management	3	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Willis Lease Finance Corporation	07/25/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 29.76 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Willis Lease Finance Corporation	07/25/2023	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Worthington Industries, Inc.	09/27/2023	Management	1	Yes	Elect Director Michael J. Endres	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Endres, Ozey Horton Jr. and Carl Nelson Jr. are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee chair Carl Nelson Jr. are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Worthington Industries, Inc.	09/27/2023	Management	2	Yes	Elect Director Ozey K. Horton, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Endres, Ozey Horton Jr. and Carl Nelson Jr. are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee chair Carl Nelson Jr. are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Worthington Industries, Inc.	09/27/2023	Management	3	Yes	Elect Director Carl A. Nelson, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominees Michael Endres, Ozey Horton Jr. and Carl Nelson Jr. are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee chair Carl Nelson Jr. are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Worthington Industries, Inc.	09/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Worthington Industries, Inc.	09/27/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Worthington Industries, Inc.	09/27/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

VOTE SUMMARY REPORT

B.1.a

REPORTING PERIOD: 07/01/2023 to 09/30/2023

LOCATION(S): ALL LOCATIONS

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

Advanced Micro Fabrication Equipment, Inc. China

Meeting Date: 09/12/2023 **Country:** China **Ticker:** 688012
Record Date: 09/05/2023 **Meeting Type:** Special
Primary Security ID: Y001DM108

Shares Voted: 391,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Interim Profit Distribution	Mgmt	For	For	For

Alibaba Group Holding Limited

Meeting Date: 09/28/2023 **Country:** Cayman Islands **Ticker:** 9988
Record Date: 08/15/2023 **Meeting Type:** Annual
Primary Security ID: G01719114

Shares Voted: 6,701,204

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Eddie Yongming Wu	Mgmt	For	For	For
1.2	Elect Director Maggie Wei Wu	Mgmt	For	For	For
1.3	Elect Director Kabir Misra	Mgmt	For	For	For
2	Ratify PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the U.S. and Hong Kong Auditors of the Company	Mgmt	For	For	For

Alibaba Group Holding Limited

Meeting Date: 09/28/2023 **Country:** Cayman Islands **Ticker:** 9988
Record Date: 08/15/2023 **Meeting Type:** Annual
Primary Security ID: G01719114

Shares Voted: 98,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Eddie Yongming Wu	Mgmt	For	For	For
1.2	Elect Director Maggie Wei Wu	Mgmt	For	For	For
1.3	Elect Director Kabir Misra	Mgmt	For	For	For

Alibaba Group Holding Limited

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Ratify PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the U.S. and Hong Kong Auditors of the Company	Mgmt	For	For	For

AngloGold Ashanti Ltd.

Meeting Date: 07/05/2023 **Country:** South Africa **Ticker:** ANG
Record Date: 06/23/2023 **Meeting Type:** Special
Primary Security ID: S04255196

Shares Voted: 236,406

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	General Meeting for Ordinary Shareholders Approve Remuneration of Non-Executive Directors	Mgmt	For	For	For

Axis Bank Limited

Meeting Date: 07/28/2023 **Country:** India **Ticker:** 532215
Record Date: 07/21/2023 **Meeting Type:** Annual
Primary Security ID: Y0487S137

Shares Voted: 1,498,933

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Ashish Kotecha as Director	Mgmt	For	For	For
4	Elect Nurani Subramanian Vishwanathan (N. S. Vishwanathan) as Director	Mgmt	For	For	For
5	Approve Appointment and Remuneration of Nurani Subramanian Vishwanathan (N. S. Vishwanathan) as Non-Executive (Part-time) Chairman	Mgmt	For	For	For
6	Elect Subrat Mohanty as Director and Approve Appointment and Remuneration of Subrat Mohanty as Director and Whole-Time Director (designated as Executive Director)	Mgmt	For	For	For
7	Approve Revision in the Remuneration Payable to Amitabh Chaudhry as Managing Director & CEO	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve Revision in the Remuneration Payable to Rajiv Anand as Deputy Managing Director	Mgmt	For	For	For
9	Amend Articles of Association	Mgmt	For	Refer	For
10	Approve Borrowing/Raising of Funds/Foreign Currency by Issuance of Debt Securities on Private Placement Basis	Mgmt	For	Refer	For
11	Approve Material Related Party Transactions for Acceptance of Deposits in Current/Savings Account or Any Other Similar Accounts Permitted to be Opened Under Applicable Laws	Mgmt	For	For	For
12	Approve Material Related Party Transactions for Subscription of Securities Issued by the Related Parties and/or Purchase of Securities (of Related or Other Unrelated Parties) from Related Parties	Mgmt	For	For	For
13	Approve Material Related Party Transactions for Sale of Securities (of Related or Other Unrelated Parties) to Related Parties	Mgmt	For	For	For
14	Approve Material Related Party Transactions for Issue of Securities of the Bank to Related Parties, Payment of Interest and Redemption Amount Thereof	Mgmt	For	For	For
15	Approve Material Related Party Transactions for Receipt of Fees/Commission for Distribution of Insurance Products and Other Related Business	Mgmt	For	For	For
16	Approve Material Related Party Transactions for Fund Based or Non-Fund Based Credit Facilities Including Consequential Interest/Fees	Mgmt	For	For	For
17	Approve Material Related Party Transactions for Money Market Instruments/Term Borrowing/Term Lending (Including Repo/Reverse Repo)	Mgmt	For	For	For
18	Approve Material Related Party Transactions Pertaining to Forex and Derivative Contracts	Mgmt	For	For	For

Banco do Brasil SA

Meeting Date: 08/04/2023

Country: Brazil

Ticker: BBAS3

Record Date:

Meeting Type: Extraordinary Shareholders

Primary Security ID: P11427112

Shares Voted: 1,304,216

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Paulo Roberto Simao Bijos as Director (Appointed by Uniao)	Mgmt	For	For	For
2	Elect Dario Carnevalli Durigan as Director (Appointed by Uniao)	Mgmt	For	For	For
3.1	Elect Bernard Appy as Fiscal Council Member and Manoel Nazareno Procopio de Moura Junior as Alternate (Appointed by Uniao)	Mgmt	For	For	For
3.2	Elect Tatiana Rosito as Fiscal Council Member and Ivan Tiago Machado Oliveira as Alternate (Appointed by Uniao)	Mgmt	For	For	For

Bharti Airtel Limited

Meeting Date: 08/24/2023

Country: India

Ticker: 532454

Record Date: 08/17/2023

Meeting Type: Annual

Primary Security ID: Y0885K108

Shares Voted: 1,759,857

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Gopal Vittal as Director	Mgmt	For	For	For
4	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
5	Reelect Kimsuka Narasimhan as Director	Mgmt	For	For	For
6	Approve Revision in Remuneration of Sunil Bharti Mittal as Chairman	Mgmt	For	Refer	Against
<i>Voter Rationale: Executive compensation appears misaligned with shareholder interests or is otherwise problematic</i>					
7	Approve Material Related Party Transactions with Bharti Hexacom Limited	Mgmt	For	For	For
8	Approve Material Related Party Transactions with Nextra Data Limited	Mgmt	For	For	For
9	Approve Material Related Party Transactions with Indus Towers Limited	Mgmt	For	For	For

Meeting Date: 09/19/2023

Country: China

Ticker: 1211

Record Date: 09/13/2023

Meeting Type: Extraordinary
Shareholders

Primary Security ID: Y1023R104

Shares Voted: 424,090

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
1a	Elect Wang Chuan-fu as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
1b	Elect Lv Xiang-yang as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
1c	Elect Xia Zuo-quan as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
	ELECT INDEPENDENT NON-EXECUTIVE DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
1d	Elect Cai Hong-ping as Director	Mgmt	For	For	For
1e	Elect Zhang Min as Director	Mgmt	For	For	For
1f	Elect Yu Ling as Director	Mgmt	For	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt			
2a	Elect Li Yong-zhao as Supervisor	Mgmt	For	For	For
2b	Elect Zhu Ai-yun as Supervisor	Mgmt	For	For	For
2c	Elect Huang Jiang-feng as Supervisor	SH	For	For	For
3	Approve Remuneration of Directors	Mgmt	For	For	For
4	Approve Remuneration of Supervisors	Mgmt	For	For	For

Contemporary Amperex Technology Co., Ltd.

Meeting Date: 08/24/2023

Country: China

Ticker: 300750

Record Date: 08/17/2023

Meeting Type: Special

Primary Security ID: Y1R48E105

Shares Voted: 293,240

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Draft and Summary of Performance Shares Incentive Plan	Mgmt	For	For	For

Contemporary Amperex Technology Co., Ltd. B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Methods to Assess the Performance of Plan Participants	Mgmt	For	For	For
3	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	For	For
4	Elect Ouyang Chuying as Non-Independent Director	Mgmt	For	Against	Against
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
5.1	Elect Wu Yuhui as Director	Mgmt	For	For	For
5.2	Elect Lin Xiaoxiong as Director	Mgmt	For	For	For
5.3	Elect Zhao Bei as Director	Mgmt	For	For	For

Flat Glass Group Co., Ltd.

Meeting Date: 07/24/2023 **Country:** China **Ticker:** 6865
Record Date: 07/18/2023 **Meeting Type:** Extraordinary Shareholders
Primary Security ID: Y2575W103

Shares Voted: 4,664,719

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Amend Articles of Association	Mgmt	For	Refer	For
2	Authorize Board to Make Changes in Industrial and Commercial Registration and Make Relevant Adjustments and Revision to the Articles of Association	Mgmt	For	Refer	For
3	Elect Ruan Zeyun as Director	Mgmt	For	Against	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
4	Approve Extension of the Validity Period of the Resolution Relating to the Non-public Issuance	Mgmt	For	Refer	For
5	Approve Extension of the Validity Period of the Resolution Relating to the Mandate for the Non-public Issuance	Mgmt	For	Refer	For

Flat Glass Group Co., Ltd.

Meeting Date: 07/24/2023 **Country:** China **Ticker:** 6865
Record Date: 07/18/2023 **Meeting Type:** Special
Primary Security ID: Y2575W103

Shares Voted: 4,664,719

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Extension of the Validity Period of the Resolution Relating to the Non-public Issuance	Mgmt	For	Refer	For
2	Approve Extension of the Validity Period of the Resolution Relating to the Mandate for the Non-public Issuance	Mgmt	For	Refer	For

Guangzhou Automobile Group Co., Ltd.

Meeting Date: 07/10/2023

Country: China

Ticker: 2238

Record Date: 07/03/2023

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y2R318121

Shares Voted: 20,667,421

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

Hapvida Participacoes e Investimentos SA

Meeting Date: 09/19/2023

Country: Brazil

Ticker: HAPV3

Record Date:

Meeting Type: Extraordinary Shareholders

Primary Security ID: P5R526106

Shares Voted: 29,010,141

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Article 6 to Reflect Changes in Capital	Mgmt	For	Refer	For
2	Approve Increase in Authorized Capital and Amend Article 7 Accordingly	Mgmt	For	For	For
3	Amend Article 11	Mgmt	For	Refer	For
4	Amend Article 24	Mgmt	For	Refer	For
5	Amend Articles	Mgmt	For	Refer	For
6	Amend Article 30	Mgmt	For	Refer	For
7	Consolidate Bylaws	Mgmt	For	Refer	For

Meeting Date: 08/11/2023

Country: India

Ticker: 500180

Record Date: 08/04/2023

Meeting Type: Annual

Primary Security ID: Y3119P190

Shares Voted: 2,773,085

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
3	Approve Dividend	Mgmt	For	For	For
4	Reelect Kaizad Bharucha as Director	Mgmt	For	For	For
5	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For	For
6	Elect Renu Karnad as Director	Mgmt	For	For	For
7	Elect Keki Mistry as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Director is a public company CEO who sits on more than two unaffiliated public company boards</i>					
8	Authorize Issuance of Unsecured Perpetual Debt Instruments, Tier II Capital Bonds and Long Term Bonds on Private Placement Basis	Mgmt	For	Refer	For
9	Approve Related Party Transactions with HDFC Credila Financial Services Limited	Mgmt	For	For	For
10	Approve Related Party Transactions with HCL Technologies Limited	Mgmt	For	For	For

HDFC Life Insurance Company limited

Meeting Date: 07/21/2023

Country: India

Ticker: 540777

Record Date: 07/14/2023

Meeting Type: Annual

Primary Security ID: Y3R1AP109

Shares Voted: 2,291,890

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Authorize Board to Fix Remuneration of Price Waterhouse Chartered Accountants LLP and G.M. Kapadia & Co. Chartered Accountants as Joint Statutory Auditors	Mgmt	For	For	For
4	Approve that the Vacancy on the Board Not be Filled From the Retirement of Renu Sud Karnad	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Elect Bhaskar Ghosh as Director	Mgmt	For	For	For
6	Approve Appointment and Remuneration of Niraj Shah as Whole-time Director (designated as Executive Director and Chief Financial Officer)	Mgmt	For	For	For
7	Approve Revision in the Remuneration of Vibha Padalkar, Managing Director and Chief Executive Officer	Mgmt	For	For	For
8	Approve Revision in the Remuneration of Suresh Badami, Deputy Managing Director	Mgmt	For	For	For
9	Approve Related Party Transactions with Housing Development Finance Corporation Limited	Mgmt	For	For	For
10	Approve Related Party Transactions with HDFC Bank Limited	Mgmt	For	For	For
11	Amend Articles of Association - Board Related	Mgmt	For	Refer	For

Hindustan Aeronautics Ltd.

Meeting Date: 08/31/2023

Country: India

Ticker: 541154

Record Date: 08/24/2023

Meeting Type: Annual

Primary Security ID: Y3199R108

Shares Voted: 303,016

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Confirm Interim Dividend and Declare Final Dividend	Mgmt	For	For	For
3	Reelect Jayadeva E P as Director	Mgmt	For	For	For
4	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For	For
5	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
6	Elect T Natarajan as Director	Mgmt	For	For	For
7	Approve Sub-Division of Equity Shares	Mgmt	For	For	For
8	Amend Capital Clause of Memorandum of Association	Mgmt	For	For	For
9	Elect M Z Siddique as Director	Mgmt	For	For	For
10	Elect Atasi Baran Pradhan as Director (HR)	Mgmt	For	For	For

Meeting Date: 09/07/2023

Country: India

Ticker: 500696

Record Date: 08/04/2023

Meeting Type: Special

Primary Security ID: Y3222L102

Shares Voted: 244,179

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Neelam Dhawan as Director	Mgmt	For	For	For
2	Reelect Leo Puri as Director	Mgmt	For	For	For

ICICI Bank Limited

Meeting Date: 08/30/2023

Country: India

Ticker: 532174

Record Date: 08/23/2023

Meeting Type: Annual

Primary Security ID: Y3860Z132

Shares Voted: 2,970,816

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Sandeep Bakhshi as Director	Mgmt	For	For	For
4	Approve M S K A & Associates, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve KKC & Associates LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
6	Reelect Hari L. Mundra as Director	Mgmt	For	For	For
7	Reelect B. Sriram as Director	Mgmt	For	For	For
8	Reelect S. Madhavan as Director	Mgmt	For	For	For
9	Approve Revision in Remuneration of Sandeep Bakhshi as Managing Director and Chief Executive Officer	Mgmt	For	For	For
10	Approve Revision in Remuneration of Sandeep Batra as Executive Director	Mgmt	For	For	For
11	Approve Revision in Remuneration of Rakesh Jha as Executive Director	Mgmt	For	For	For
12	Approve Revision in Remuneration of Anup Bagchi as Executive Director	Mgmt	For	For	For
13	Approve Reappointment and Remuneration of Sandeep Bakhshi as Managing Director & Chief Executive Officer	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
14	Approve Material Related Party Transactions for Sale of Securities (Issued by Related or Unrelated Parties) to Related Party for FY2024	Mgmt	For	For	For
15	Approve Material Related Party Transactions for Current Account Deposits for FY2025	Mgmt	For	For	For
16	Approve Material Related Party Transactions for Subscription of Securities Issued by Related Parties and Purchase of Securities from Related Parties (Issued by Related or Unrelated Parties) for FY2025	Mgmt	For	For	For
17	Approve Material Related Party Transactions for Sale of Securities (Issued by Related or Unrelated Parties) to Related Parties for FY2025	Mgmt	For	For	For
18	Approve Material Related Party Transactions for Fund-Based and/or Non-Fund Based Credit Facilities for FY2025	Mgmt	For	For	For
19	Approve Material Related Party Transactions for Undertaking Repurchase (Repo) Transactions and Other Permitted Short-Term Borrowing Transactions with the Related Party for FY2025	Mgmt	For	For	For
20	Approve Material Related Party Transactions for Undertaking Reverse Repurchase (Reverse Repo) and Other Permitted Short-Term Lending Transactions with the Related Party for FY2025	Mgmt	For	For	For
21	Approve Material Related Party Transactions for Availing Manpower Services for Certain Activities from Related Party for FY2025	Mgmt	For	For	For
22	Approve Material Related Party Transactions for Availing Insurance Services from Related Party for FY2025	Mgmt	For	For	For

ITC Limited

Meeting Date: 08/11/2023 Country: India Ticker: 500875
 Record Date: 08/04/2023 Meeting Type: Annual
 Primary Security ID: Y4211T171

Shares Voted: 2,451,685

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Confirm Interim Dividend and Declare Final Dividend and Special Dividend	Mgmt	For	For	For
3	Reelect Sumant Bhargavan as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
4	Reelect Mukesh Gupta as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
5	Approve Remuneration of S R B C & CO LLP, Chartered Accountants as Auditors	Mgmt	For	For	For
6	Elect Alka Marezban Bharucha as Director	Mgmt	For	For	For
7	Reelect Anand Nayak as Director	Mgmt	For	For	For
8	Reelect Ajit Kumar Seth as Director	Mgmt	For	For	For
9	Approve Appointment and Remuneration of Hemant Malik as Whole-Time Director	Mgmt	For	Refer	For
10	Approve Reappointment and Remuneration of Sanjiv Puri as Managing Director & Chairman	Mgmt	For	Refer	For
11	Approve Payment of Commission to Non-Executive Directors	Mgmt	For	For	For
12	Approve Material Related Party Transactions with British American Tobacco (GLP) Limited, United Kingdom	Mgmt	For	For	For
13	Approve Remuneration of ABK & Associates, Cost Accountants	Mgmt	For	For	For
14	Approve Remuneration of S. Mahadevan & Co., Cost Accountants	Mgmt	For	For	For

Kweichow Moutai Co., Ltd.

Meeting Date: 09/07/2023

Country: China

Ticker: 600519

Record Date: 08/29/2023

Meeting Type: Special

Primary Security ID: Y5070V116

Shares Voted: 75,198

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Wang Li as Non-independent Director	Mgmt	For	For	For

Larsen & Toubro Limited

Meeting Date: 08/09/2023

Country: India

Ticker: 500510

Record Date: 08/02/2023

Meeting Type: Annual

Primary Security ID: Y5217N159

Shares Voted: 993,660

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
3	Approve Dividend	Mgmt	For	For	For
4	Reelect A. M. Naik as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Director attended fewer than 75% of aggregate number of board and/or committee meetings during prior fiscal year. There are fewer than two women directors and board has 10 or more members.</i>					
5	Reelect Hemant Bhargava as Director	Mgmt	For	For	For
6	Reelect M. V. Satish as Director	Mgmt	For	For	For
7	Approve Material Related Party Transactions with Larsen Toubro Arabia LLC, L&T Modular Fabrication Yard LLC, Larsen & Toubro Electromech LLC, Larsen & Toubro Heavy Engineering LLC and Larsen & Toubro Kuwait Construction General Contracting Company WLL	Mgmt	For	For	For
8	Approve Material Related Party Transactions with L&T-MHI Power Boilers Private Limited	Mgmt	For	For	For
9	Approve Material Related Party Transactions with L&T-MHI Power Turbine Generators Private Limited	Mgmt	For	For	For
10	Approve Material Related Party Transactions with L&T Special Steels and Heavy Forgings Private Limited	Mgmt	For	For	For
11	Approve Material Related Party Transactions with L&T Modular Fabrication Yard LLC	Mgmt	For	For	For
12	Approve Material Related Party Transactions with LTIMindtree Limited	Mgmt	For	For	For
13	Approve Material Related Party Transactions with Nuclear Power Corporation of India Limited	Mgmt	For	For	For
14	Approve Remuneration of Cost Auditors	Mgmt	For	For	For

Larsen & Toubro Limited

Meeting Date: 08/25/2023

Country: India

Ticker: 500510

Record Date: 07/21/2023

Meeting Type: Special

Primary Security ID: Y5217N159

Shares Voted: 993,660

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

Mankind Pharma Ltd.

Meeting Date: 09/22/2023

Country: India

Ticker: 543904

Record Date: 09/15/2023

Meeting Type: Annual

Primary Security ID: Y57688114

Shares Voted: 289,068

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For	For
1b	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Reelect Rajeev Juneja as Director	Mgmt	For	For	For
3	Approve Reappointment and Remuneration of Ramesh Juneja as Chairman and Whole-time Director	Mgmt	For	Refer	For
4	Approve Reappointment and Remuneration of Rajeev Juneja as Vice Chairman and Managing Director	Mgmt	For	Refer	For
5	Approve Reappointment and Remuneration of Sheetal Arora as Chief Executive Officer and Whole-time Director	Mgmt	For	Refer	For
6	Approve Mankind Employee Stock Option Plan 2022	Mgmt	For	Against	Against
<i>Voter Rationale: Discounted options allowed</i>					
7	Approve Grant of Employee Stock Options to Employees of Group Company(ies) including Subsidiary Company(ies) or Associate Company(ies) under Mankind Employee Stock Option Plan 2022	Mgmt	For	Against	Against
<i>Voter Rationale: Discounted options allowed</i>					
8	Approve Remuneration of Cost Auditors	Mgmt	For	For	For

Naspers Ltd.

Meeting Date: 08/24/2023

Country: South Africa

Ticker: NPN

Record Date: 08/18/2023

Meeting Type: Annual

Primary Security ID: S53435103

Shares Voted: 74,713

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Part A - Traditional AGM Resolutions	Mgmt			
	Ordinary Resolutions	Mgmt			
1	Approve Dividends for N Ordinary and A Ordinary Shares	Mgmt	For	For	For
2	Reappoint Deloitte South Africa as Auditors with James Welch as the Individual Registered Auditor	Mgmt	For	For	For
3.1	Re-elect Hendrik du Toit as Director	Mgmt	For	For	For
3.2	Re-elect Rachel Jafta as Director	Mgmt	For	For	For
3.3	Re-elect Roberto Oliveira de Lima as Director	Mgmt	For	Refer	Against
<i>Voter Rationale: Executive compensation appears misaligned with shareholder interests or is otherwise problematic</i>					
3.4	Re-elect Mark Sorour as Director	Mgmt	For	For	For
3.5	Re-elect Ying Xu as Director	Mgmt	For	For	For
4.1	Elect Sharmistha Dubey as Member of the Audit Committee	Mgmt	For	For	For
4.2	Re-elect Manisha Girotra as Member of the Audit Committee	Mgmt	For	For	For
4.3	Re-elect Angeliem Kemna as Member of the Audit Committee	Mgmt	For	For	For
4.4	Re-elect Steve Pacak as Chairman of the Audit Committee	Mgmt	For	For	For
5	Approve Remuneration Policy	Mgmt	For	Refer	Against
<i>Voter Rationale: Executive compensation appears misaligned with shareholder interests or is otherwise problematic</i>					
6	Approve Implementation Report of the Remuneration Report	Mgmt	For	Refer	Against
<i>Voter Rationale: Executive compensation appears misaligned with shareholder interests or is otherwise problematic</i>					
7	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	Refer	Against
<i>Voter Rationale: Not in best interests of all shareholders</i>					
8	Authorise Board to Issue Shares for Cash	Mgmt	For	Refer	Against
<i>Voter Rationale: Not in best interests of all shareholders</i>					
9	Authorise Ratification of Approved Resolutions Adopted at the Annual General Meeting	Mgmt	For	For	For
	Special Resolutions	Mgmt			
1.1	Approve Remuneration of Board Chairman	Mgmt	For	For	For
1.2	Approve Remuneration of Board Member	Mgmt	For	For	For
1.3	Approve Remuneration of Audit Committee Chairman	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.4	Approve Remuneration of Audit Committee Member	Mgmt	For	For	For
1.5	Approve Remuneration of Risk Committee Chairman	Mgmt	For	For	For
1.6	Approve Remuneration of Risk Committee Member	Mgmt	For	For	For
1.7	Approve Remuneration of Human Resources and Remuneration Committee Chairman	Mgmt	For	For	For
1.8	Approve Remuneration of Human Resources and Remuneration Committee Member	Mgmt	For	For	For
1.9	Approve Remuneration of Nominations Committee Chairman	Mgmt	For	For	For
1.10	Approve Remuneration of Nominations Committee Member	Mgmt	For	For	For
1.11	Approve Remuneration of Social, Ethics and Sustainability Committee Chairman	Mgmt	For	For	For
1.12	Approve Remuneration of Social, Ethics and Sustainability Committee Member	Mgmt	For	For	For
1.13	Approve Remuneration of Trustees of Group Share Schemes/Other Personnel Funds	Mgmt	For	For	For
2	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	Refer	For
3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For
4	Authorise Repurchase of N Ordinary Shares	Mgmt	For	For	For
5	Authorise Specific Repurchase of N Ordinary Shares from Holders of N Ordinary Share	Mgmt	For	Refer	For
6	Authorise Repurchase of A Ordinary Shares	Mgmt	For	Refer	Against
<i>Voter Rationale: Not in best interests of all shareholders</i>					
	Part B - Resolutions for Removal of the Cross-Holding Structure	Mgmt			
	Special Resolutions	Mgmt			
1	Approve Conversion of N Ordinary Shares with a Par Value to N Ordinary Shares without Par Value (Relates to Naspers N Shareholders Only)	Mgmt	For	Refer	For
2	Approve Conversion of A Ordinary Shares with a Par Value to A Ordinary Shares without Par Value (Relates to Naspers A Shareholders Only)	Mgmt	For	Refer	For
3	Approve Conversion of Shares with a Par Value to Shares with No Par Value	Mgmt	For	Refer	For
4	Approve Increase in Authorised Ordinary Share Capital	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Amendment of A Share Terms (Relates to Naspers A Shareholders Only)	Mgmt	For	Refer	For
6	Approve N Share Capitalisation Issue	Mgmt	For	Refer	For
7	Approve Share Consolidation	Mgmt	For	Refer	For
8	Amend Memorandum of Incorporation	Mgmt	For	Refer	For
	Ordinary Resolutions	Mgmt			
1	Authorise Ratification of Approved Resolutions for the Implementation of the Proposed Transaction	Mgmt	For	Refer	For

NTPC Limited

Meeting Date: 08/30/2023

Country: India

Ticker: 532555

Record Date: 08/23/2023

Meeting Type: Annual

Primary Security ID: Y6421X116

Shares Voted: 8,826,084

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Confirm Interim Dividend and Declare Final Dividend	Mgmt	For	For	For
3	Elect Ujjwal Kanti Bhattacharya as Director (Projects)	Mgmt	For	Refer	Against
<i>Voter Rationale: There are fewer than two women directors and board has 10 or more members</i>					
4	Elect Dillip Kumar Patel as Director (HR)	Mgmt	For	Refer	Against
<i>Voter Rationale: There are fewer than two women directors and board has 10 or more members</i>					
5	Authorize Board to Fix Remuneration of Statutory Auditors	Mgmt	For	For	For
6	Elect Shivam Srivastav as Director (Fuel)	Mgmt	For	For	For
7	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
8	Approve Offer(s) or Invitation(s) to Subscribe to the Secured/Unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, nonconvertible debentures ("NCDs/Bonds") through Private Placement Basis	Mgmt	For	Refer	For

Reliance Industries Ltd.

B.1.a

Meeting Date: 08/28/2023**Country:** India**Ticker:** 500325**Record Date:** 08/21/2023**Meeting Type:** Annual**Primary Security ID:** Y72596102**Shares Voted:** 1,433,648

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For	For
1b	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect P. M. S. Prasad as Director	Mgmt	For	For	For
4	Reelect Nikhil R. Meswan as Director	Mgmt	For	For	For
5	Approve Reappointment and Remuneration of Mukesh D. Ambani as Managing Director	Mgmt	For	For	For
6	Reelect Arundhati Bhattacharya as Director	Mgmt	For	For	For
7	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
8	Amend Articles of Association - Board Related	Mgmt	For	Refer	For
9	Amend Object Clause of the Memorandum of Association	Mgmt	For	For	For
10	Approve Material Related Party Transactions of the Company	Mgmt	For	For	For
11	Approve Material Related Party Transactions of Subsidiaries of the Company	Mgmt	For	For	For

Sany Heavy Industry Co., Ltd.**Meeting Date:** 09/15/2023**Country:** China**Ticker:** 600031**Record Date:** 09/07/2023**Meeting Type:** Special**Primary Security ID:** Y75268105**Shares Voted:** 2,642,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Repurchase and Cancellation of Performance Shares	Mgmt	For	For	For
2	Amend Articles of Association	Mgmt	For	Refer	For

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

Meeting Date: 07/18/2023

Country: China

Ticker: 300760

Record Date: 07/11/2023

Meeting Type: Special

Primary Security ID: Y774E3101

Shares Voted: 269,498

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Kong Yu as Independent Director	Mgmt	For	For	For
2	Approve Completion of Raised Funds Investment Project and Use of Excess Raised Funds to Replenish Working Capital	Mgmt	For	For	For

Tata Steel Limited

Meeting Date: 07/05/2023

Country: India

Ticker: 500470

Record Date: 06/28/2023

Meeting Type: Annual

Primary Security ID: Y8547N220

Shares Voted: 6,648,565

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
3	Approve Dividend	Mgmt	For	For	For
4	Reelect N. Chandrasekaran as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
5	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
6	Approve Material Related Party Transaction(s) with Tata Metaliks Limited - Financial Transaction	Mgmt	For	For	For
7	Approve Material Related Party Transaction(s) between Tata Steel Minerals Canada Ltd. and IOC Sales Limited to Benefit Tata Steel UK Limited via T S Global Procurement Company Pte. Ltd	Mgmt	For	For	For
8	Approve Material Related Party Transaction(s) with Tata Motors Limited and Poshs Metal Industries Private Limited	Mgmt	For	For	For
9	Approve Material Related Party Transaction(s) between Tata Steel Downstream Products Ltd and Any of the Ancillary Entities of Tata Motors Limited	Mgmt	For	For	For
10	Elect Shekhar C. Mande as Director	Mgmt	For	For	For

Tata Steel Limited

B.1.a

Meeting Date: 08/10/2023

Country: India

Ticker: 500470

Record Date: 08/03/2023

Meeting Type: Court

Primary Security ID: Y8547N220

Shares Voted: 6,198,697

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

Tata Steel Limited

Meeting Date: 09/11/2023

Country: India

Ticker: 500470

Record Date: 08/04/2023

Meeting Type: Special

Primary Security ID: Y8547N220

Shares Voted: 6,034,919

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Postal Ballot	Mgmt			
	Approve Material Related Party Transaction(s) with Angul Energy Limited	Mgmt	For	For	For
2	Approve Material Related Party Transaction(s) with Tata Projects Limited	Mgmt	For	For	For
3	Approve Material Related Party Transaction(s) between Tata Steel Downstream Products Limited and Tata Motors Limited	Mgmt	For	For	For
4	Approve Material Modification of the Related Party Transaction(s) with Tata Motors Limited and Poshs Metal Industries Private Limited	Mgmt	For	For	For
5	Approve Reappointment and Remuneration of T.V. Narendran as Chief Executive Officer and Managing Director	Mgmt	For	For	For

Tata Steel Limited

Meeting Date: 09/18/2023

Country: India

Ticker: 500470

Record Date: 09/11/2023

Meeting Type: Court

Primary Security ID: Y8547N220

Shares Voted: 3,807,893

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

UltraTech Cement Ltd.

Meeting Date: 08/11/2023

Country: India

Ticker: 532538

Record Date: 08/04/2023

Meeting Type: Annual

Primary Security ID: Y9046E109

Shares Voted: 194,620

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Rajashree Birla as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Director, other than a CEO, sits on more than five unaffiliated public company boards</i>					
4	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
5	Amend Articles of Association - Board Related	Mgmt	For	Refer	For

VOTE SUMMARY REPORT

B.1.a

Date range covered : 10/01/2023 to 12/31/2023

LOCATION(S): ALL LOCATIONS

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

African Rainbow Minerals Ltd.

Meeting Date: 12/08/2023 **Country:** South Africa **Ticker:** ARI
Record Date: 12/01/2023 **Meeting Type:** Annual
Primary Security ID: S01680107

Shares Voted: 526,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Re-elect Anton Botha as Director	Mgmt	For	Refer	For
2	Re-elect Joaquim Chissano as Director	Mgmt	For	For	For
3	Re-elect Mangisi Gule as Director	Mgmt	For	For	For
4	Re-elect David Noko as Director	Mgmt	For	For	For
5	Re-elect Rejoice Simelane as Director	Mgmt	For	For	For
6	Elect Phillip Tobias as Director	Mgmt	For	For	For
7	Reappoint KPMG Inc as Auditors with S Loonat as the Designated Auditor	Mgmt	For	For	For
8.1	Re-elect Tom Boardman as Chairman of the Audit and Risk Committee	Mgmt	For	Refer	For
8.2	Re-elect Frank Abbott as Member of the Audit and Risk Committee	Mgmt	For	For	For
8.3	Re-elect Anton Botha as Member of the Audit and Risk Committee	Mgmt	For	Refer	For
8.4	Re-elect Bongani Nqwababa as Member of the Audit and Risk Committee	Mgmt	For	For	For
8.5	Re-elect Pitsi Mnisi as Member of the Audit and Risk Committee	Mgmt	For	For	For
8.6	Re-elect Rejoice Simelane as Member of the Audit and Risk Committee	Mgmt	For	For	For
9	Approve Remuneration Policy	Mgmt	For	Refer	For
10	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
11	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
12	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
13.1	Approve the Annual Retainer Fees for Non-executive Directors	Mgmt	For	For	For
13.2	Approve the Fees for Attending Board Meetings	Mgmt	For	For	For
14	Approve the Committee Meeting Attendance Fees for Non-executive Directors	Mgmt	For	For	For
15	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For
17	Authorise Issue of Shares in Connection with the Share or Employee Incentive Schemes	Mgmt	For	For	For
18	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For

Al Rajhi Bank

Meeting Date: 11/08/2023

Country: Saudi Arabia

Ticker: 1120

Record Date:

Meeting Type: Ordinary Shareholders

Primary Security ID: M0R60D105

Shares Voted: 1,274,863

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Business	Mgmt			
1.1	Elect Abdullah Al Rajihi as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
1.2	Elect Ibraheem Al Rumeeh as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: There are fewer than two women directors and board has 10 or more members</i>				
1.3	Elect Badr Al Rajihi as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
1.4	Elect Abdulazeez Al Ghufeeli as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent; There are fewer than two women directors and board has 10 or more members</i>				
1.5	Elect Khalid Al Quweez as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent; There are fewer than two women directors and board has 10 or more members</i>				
1.6	Elect Ibraheem Al Ghufeeli as Director	Mgmt	None	Refer	For
1.7	Elect Abdulateef Al Sayf as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
1.8	Elect Hamzah Khasheem as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
1.9	Elect Raed Al Tameemi as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: There are fewer than two women directors and board has 10 or more members</i>				
1.10	Elect Waleed Al Muqbil as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>				
1.11	Elect Muotasim Al Maashouq as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				

Al Rajhi Bank

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.12	Elect Mansour Al Buseeli as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.13	Elect Khalid Al Fahd as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.14	Elect Jihad Al Naqlah as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.15	Elect Mohammed Qassab as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.16	Elect Salih Al Khalaf as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.17	Elect Thamir Al Oteesh as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
1.18	Elect Nabeel Koushak as Director	Mgmt	None	Refer	Abstain
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
2	Elect Members of Audit Committee and Approve its Responsibilities, Work Procedures, and Remuneration of its Members	Mgmt	For	Refer	Against
	<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent; There are fewer than two women directors and board has 10 or more members</i>				
3	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 1 of Article 27 of Companies Law	Mgmt	For	For	For
4	Amend Nomination and Remuneration Committee Charter	Mgmt	For	Refer	For

Alchip Technologies Ltd.

Meeting Date: 12/20/2023 **Country:** Cayman Islands **Ticker:** 3661
Record Date: 11/20/2023 **Meeting Type:** Special
Primary Security ID: G02242108

Shares Voted: 329,341

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Issuance of Shares by Cash Capital Increase for Sponsoring GDR Issuance	Mgmt	For	For	For

Axis Bank Limited

Meeting Date: 10/26/2023 **Country:** India **Ticker:** 532215
Record Date: 09/22/2023 **Meeting Type:** Special
Primary Security ID: Y0487S137

Shares Voted: 1,608,694

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Mini Ipe as Director	Mgmt	For	For	For

Axis Bank Limited

Meeting Date: 12/01/2023

Country: India

Ticker: 532215

Record Date: 10/27/2023

Meeting Type: Special

Primary Security ID: Y0487S137

Shares Voted: 1,608,694

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Munish Sharda as Director and Approve Appointment and Remuneration of Munish Sharda as Whole-Time Director (designated as Executive Director)	Mgmt	For	For	For
2	Amend Articles of Association - Board Related	Mgmt	For	Refer	For

Bid Corp. Ltd.

Meeting Date: 11/22/2023

Country: South Africa

Ticker: BID

Record Date: 11/17/2023

Meeting Type: Annual

Primary Security ID: S11881109

Shares Voted: 421,561

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Reappoint PricewaterhouseCoopers Inc as Auditors with L de Wet as the Individual Registered Auditor	Mgmt	For	For	For
2.1	Re-elect Paul Baloyi as Director	Mgmt	For	Refer	For
2.2	Re-elect Stephen Koseff as Director	Mgmt	For	For	For
2.3	Re-elect Keneilwe Moloko as Director	Mgmt	For	For	For
2.4	Re-elect Clifford Rosenberg as Director	Mgmt	For	Refer	For
3.1	Re-elect Tasneem Abdool-Samad as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.2	Re-elect Paul Baloyi as Member of the Audit and Risk Committee	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.3	Re-elect Keneilwe Moloko as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.4	Re-elect Nigel Payne as Member of the Audit and Risk Committee	Mgmt	For	Refer	For
3.5	Re-elect Helen Wiseman as Chairman of the Audit and Risk Committee	Mgmt	For	For	For
4.1	Approve Remuneration Policy	Mgmt	For	Refer	For
4.2	Approve Implementation of Remuneration Policy	Mgmt	For	Refer	For
5	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
6	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
7	Approve Pro Rata Reduction of Stated Capital in lieu of Dividend	Mgmt	For	For	For
8	Authorise Creation and Issuance of Convertible Debentures or Other Convertible Instruments	Mgmt	For	For	For
9	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For
10	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For
11.1	Approve Fees of the Chairman	Mgmt	For	For	For
11.2	Approve Fees of the Lead Independent Non-executive Director	Mgmt	For	For	For
11.3	Approve Fees of the Non-executive Directors	Mgmt	For	For	For
11.4	Approve Fees of the Audit and Risk Committee Chairman	Mgmt	For	For	For
11.5	Approve Fees of the Audit and Risk Committee Member	Mgmt	For	For	For
11.6	Approve Fees of the Remuneration Committee Chairman	Mgmt	For	For	For
11.7	Approve Fees of the Remuneration Committee Member	Mgmt	For	For	For
11.8	Approve Fees of the Nominations Committee Chairman	Mgmt	For	For	For
11.9	Approve Fees of the Nominations Committee Member	Mgmt	For	For	For
11.10	Approve Fees of the Acquisitions Committee Chairman	Mgmt	For	For	For
11.11	Approve Fees of the Acquisitions Committee Member	Mgmt	For	For	For
11.12	Approve Fees of the Social and Ethics Committee Chairman	Mgmt	For	For	For
11.13	Approve Fees of the Social and Ethics Committee Member	Mgmt	For	For	For
11.14	Approve Fees of the Ad hoc Meetings	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11.15	Approve Fees of the Travel per Meeting Cycle	Mgmt	For	For	For
12	Approve Financial Assistance to Related or Inter-related Companies and Corporations	Mgmt	For	For	For

China Construction Bank Corporation

Meeting Date: 12/19/2023

Country: China

Ticker: 939

Record Date: 11/17/2023

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y1397N101

Shares Voted: 32,388,415

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Remuneration Distribution and Settlement Plan for Directors	Mgmt	For	For	For
2	Approve Remuneration Distribution and Settlement Plan for Supervisors	Mgmt	For	For	For
3	Approve Quota for Charitable Donations	Mgmt	For	For	For
4	Amend Plan on Authorization of Shareholders' General Meeting to the Board of Directors	Mgmt	For	Refer	Against

Voter Rationale: Company failed to disclose sufficient information

China Life Insurance Company Limited

Meeting Date: 12/15/2023

Country: China

Ticker: 2628

Record Date: 11/24/2023

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y1477R204

Shares Voted: 15,988,992

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Elect Liu Hui as Director	Mgmt	For	For	For
2	Elect Ruan Qi as Director	Mgmt	For	For	For
3	Elect Li Bing as Director	Mgmt	For	For	For
4	Approve Project Huizhi	SH	For	Refer	For
5	Approve Issuance of Capital Supplementary Bonds	SH	For	Refer	For

Fidelity Revere Street Trust

B.1.a

Meeting Date: 10/18/2023

Country: USA

Ticker: N/A

Record Date: 08/21/2023

Meeting Type: Special

Primary Security ID: 31635A204

Shares Voted: 143,451,166

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Abigail P. Johnson	Mgmt	For	Refer	For
1.2	Elect Director Jennifer Toolin McAuliffe	Mgmt	For	Refer	For
1.3	Elect Director Christine J. Thompson	Mgmt	For	Refer	For
1.4	Elect Director Elizabeth S. Acton	Mgmt	For	Refer	For
1.5	Elect Director Laura M. Bishop	Mgmt	For	Refer	For
1.6	Elect Director Ann E. Dunwoody	Mgmt	For	Refer	For
1.7	Elect Director John Engler	Mgmt	For	Refer	For
1.8	Elect Director Robert F. Gartland	Mgmt	For	Refer	For
1.9	Elect Director Robert W. Helm	Mgmt	For	Refer	For
1.10	Elect Director Arthur E. Johnson	Mgmt	For	Refer	For
1.11	Elect Director Michael E. Kenneally	Mgmt	For	Refer	For
1.12	Elect Director Mark A. Murray	Mgmt	For	Refer	For
1.13	Elect Director Carol J. Zierhoffer	Mgmt	For	Refer	For

FirstRand Ltd.

Meeting Date: 11/30/2023

Country: South Africa

Ticker: FSR

Record Date: 11/24/2023

Meeting Type: Annual

Primary Security ID: S5202Z131

Shares Voted: 1,220,527

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Resolutions	Mgmt			
1.1	Re-elect Zelda Roscherr as Director	Mgmt	For	For	For
1.2	Re-elect Tom Winterboer as Director	Mgmt	For	Refer	For
1.3	Elect Tamara Isaacs as Director	Mgmt	For	For	For
2.1	Appoint Ernst & Young Inc as Auditors	Mgmt	For	For	For
2.2	Reappoint PricewaterhouseCoopers Inc as Auditors	Mgmt	For	For	For
3	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
4	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Advisory Endorsement	Mgmt			
1	Approve Remuneration Policy	Mgmt	For	Refer	For
2	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
	Special Resolutions	Mgmt			
1	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For
2.1	Approve Financial Assistance to Directors and Prescribed Officers as Employee Share Scheme Beneficiaries	Mgmt	For	For	For
2.2	Approve Financial Assistance to Related and Inter-related Entities	Mgmt	For	For	For
3	Approve Remuneration of Non-Executive Directors	Mgmt	For	For	For

Flat Glass Group Co., Ltd.

Meeting Date: 10/27/2023

Country: China

Ticker: 6865

Record Date: 10/20/2023

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y2575W103

Shares Voted: 4,981,443

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Interim Dividend	Mgmt	For	For	For
2	Approve Changes of Registered Capital and Amend Articles of Association	Mgmt	For	Refer	Against
	<i>Voter Rationale: Amendment diminishes or transfers shareholders' rights</i>				
3	Authorize Board to Make Changes in Industrial and Commercial Registration and Make Relevant Adjustments and Revision to the Articles of Association	Mgmt	For	Refer	Against
	<i>Voter Rationale: Amendment diminishes or transfers shareholders' rights</i>				
4	Amend Rules of Procedures of General Meeting	Mgmt	For	Refer	Against
	<i>Voter Rationale: Amendment diminishes or transfers shareholders' rights</i>				
5	Amend Rules of Procedures for the Board of Directors	Mgmt	For	Refer	For
6	Amend Rules of Procedures for the Board of Supervisors	Mgmt	For	Refer	For
7	Amend Working Instructions for Independent Directors	Mgmt	For	Refer	For

Flat Glass Group Co., Ltd.

B.1.a

Meeting Date: 10/27/2023

Country: China

Ticker: 6865

Record Date: 10/20/2023

Meeting Type: Special

Primary Security ID: Y2575W103

Shares Voted: 4,981,443

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	CLASS MEETING FOR HOLDERS OF H SHARES Approve Changes of Registered Capital and Amend Articles of Association	Mgmt	For	Refer	Against
	<i>Voter Rationale: Amendment diminishes or transfers shareholders' rights</i>				
2	Authorize Board to Make Changes in Industrial and Commercial Registration and Make Relevant Adjustments and Revision to the Articles of Association	Mgmt	For	Refer	Against
	<i>Voter Rationale: Amendment diminishes or transfers shareholders' rights</i>				
3	Amend Rules of Procedures of General Meeting	Mgmt	For	Refer	Against
	<i>Voter Rationale: Amendment diminishes or transfers shareholders' rights</i>				

Flat Glass Group Co., Ltd.

Meeting Date: 12/22/2023

Country: China

Ticker: 6865

Record Date: 12/18/2023

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y2575W103

Shares Voted: 2,586,443

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	EGM BALLOT FOR HOLDERS OF H SHARES Approve Grant of General Mandate to the Board and Any of Its Authorized Persons to Repurchase H Shares	Mgmt	For	For	For
2	Approve Changes of Registered Capital and Amend Articles of Associations	Mgmt	For	Refer	For
3	Authorize Board to Make Changes in Industrial and Commercial Registration and Make Relevant Adjustments and Revision to the Articles of Association	Mgmt	For	Refer	For

Flat Glass Group Co., Ltd.

Meeting Date: 12/22/2023

Country: China

Ticker: 6865

Record Date: 12/18/2023

Meeting Type: Special

Primary Security ID: Y2575W103

Shares Voted: 2,586,443

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	CLASS MEETING FOR HOLDERS OF H SHARES Approve Grant of General Mandate to the Board and Any of Its Authorized Persons to Repurchase H Shares	Mgmt	For	For	For

Grupo Financiero Banorte SAB de CV

Meeting Date: 10/05/2023

Country: Mexico

Ticker: GFNORTEO

Record Date: 09/22/2023

Meeting Type: Ordinary Shareholders

Primary Security ID: P49501201

Shares Voted: 3,820,953

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Approve Cash Dividends of MXN 5.20 Per Share	Mgmt	For	For	For
1.2	Approve Cash Dividend to Be Paid on Oct. 16, 2023	Mgmt	For	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Impala Platinum Holdings Ltd.

Meeting Date: 10/30/2023

Country: South Africa

Ticker: IMP

Record Date: 10/20/2023

Meeting Type: Annual

Primary Security ID: S37840113

Shares Voted: 1,085,140

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Ordinary Resolutions Reappoint Deloitte & Touche as Auditors with Sphiwe Stemela as the Designated Auditor	Mgmt	For	For	For
2.1	Re-elect Thandi Orleyn as Director	Mgmt	For	Refer	For
2.2	Re-elect Boitumelo Koshane as Director	Mgmt	For	Refer	For
2.3	Re-elect Preston Speckmann as Director	Mgmt	For	Refer	For
3.1	Re-elect Dawn Earp as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.2	Re-elect Ralph Havenstein as Member of the Audit and Risk Committee	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.3	Re-elect Mametja Moshe as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.4	Re-elect Preston Speckmann as Member of the Audit and Risk Committee	Mgmt	For	Refer	For
4	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For
5.1	Approve Remuneration Policy	Mgmt	For	Refer	For
5.2	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
	Special Resolutions	Mgmt			
1.1	Approve Remuneration of the Chairperson of the Board	Mgmt	For	For	For
1.2	Approve Remuneration of the Lead Independent Director	Mgmt	For	For	For
1.3	Approve Remuneration of Non-executive Directors	Mgmt	For	For	For
1.4	Approve Remuneration of Audit and Risk Committee Chairperson	Mgmt	For	For	For
1.5	Approve Remuneration of Audit and Risk Committee Member	Mgmt	For	For	For
1.6	Approve Remuneration of Social, Transformation and Remuneration Committee Chairperson	Mgmt	For	For	For
1.7	Approve Remuneration of Social, Transformation and Remuneration Committee Member	Mgmt	For	For	For
1.8	Approve Remuneration of Nomination, Governance and Ethics Committee Chairperson	Mgmt	For	For	For
1.9	Approve Remuneration of Nomination, Governance and Ethics Committee Member	Mgmt	For	For	For
1.10	Approve Remuneration of Health, Safety and Environment Committee Chairperson	Mgmt	For	For	For
1.11	Approve Remuneration of Health, Safety and Environment Committee Member	Mgmt	For	For	For
1.12	Approve Remuneration of Strategy and Investment Committee Chairperson	Mgmt	For	For	For
1.13	Approve Remuneration of Strategy and Investment Committee Member	Mgmt	For	For	For
1.14	Approve Remuneration for Ad Hoc Meetings	Mgmt	For	For	For
2	Approve Financial Assistance in Terms of Sections 44 and/or 45 of the Companies Act	Mgmt	For	For	For
3	Approve Increase in Authorised Share Capital and Amend Memorandum of Incorporation	Mgmt	For	For	For

Impala Platinum Holdings Ltd.

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For

Industrial and Commercial Bank of China Limited

Meeting Date: 11/30/2023 **Country:** China **Ticker:** 1398
Record Date: 11/24/2023 **Meeting Type:** Extraordinary Shareholders
Primary Security ID: Y3990B112

Shares Voted: 24,544,892

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Payment Plan of Remuneration to Directors	Mgmt	For	For	For
2	Approve Payment Plan of Remuneration to Supervisors	Mgmt	For	For	For
3	Approve Application for Temporary Authorization Limit for External Donations	Mgmt	For	For	For
4	Approve Issuance Amount of Capital Instruments	Mgmt	For	Refer	For
5	Elect Herbert Walter as Director	Mgmt	For	For	For

ITC Limited

Meeting Date: 12/21/2023 **Country:** India **Ticker:** 500875
Record Date: 11/03/2023 **Meeting Type:** Special
Primary Security ID: Y4211T171

Shares Voted: 2,429,616

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Rahul Jain as Director	Mgmt	For	Refer	Against

Voter Rationale: Nominee is non-independent and full board is less than majority independent

KB Financial Group, Inc.

Meeting Date: 11/17/2023 **Country:** South Korea **Ticker:** 105560
Record Date: 10/06/2023 **Meeting Type:** Special
Primary Security ID: Y46007103

Shares Voted: 518,712

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Yang Jong-hui as Inside Director	Mgmt	For	For	For

Kweichow Moutai Co., Ltd.

Meeting Date: 12/06/2023 Country: China Ticker: 600519
 Record Date: 11/27/2023 Meeting Type: Special
 Primary Security ID: Y5070V116

Shares Voted: 94,998

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
2	Elect Wang Xin as Independent Director	Mgmt	For	For	For
3	Approve Shareholder Special Dividend Return Plan	Mgmt	For	For	For

New Oriental Education & Technology Group Inc.

Meeting Date: 11/28/2023 Country: Cayman Islands Ticker: 9901
 Record Date: 10/30/2023 Meeting Type: Annual
 Primary Security ID: G6470A116

Shares Voted: 555,945

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Adopt Third Amended and Restated Memorandum of Association and Articles of Association	Mgmt	For	Refer	For

PetroChina Company Limited

Meeting Date: 11/09/2023 Country: China Ticker: 857
 Record Date: 10/09/2023 Meeting Type: Extraordinary Shareholders
 Primary Security ID: Y6883Q104

Shares Voted: 26,347,065

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve New Comprehensive Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	Refer	For
2	Approve Financial Services Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	Refer	For
3	Elect Zhang Daowei as Director	Mgmt	For	Against	Against
<i>Voter Rationale: There are fewer than two women directors and board has 10 or more members</i>					
4	Approve Amendments to the Rules of Procedures and Organization of the Supervisory Committee	Mgmt	For	Refer	For

Petroleo Brasileiro SA

Meeting Date: 11/30/2023

Country: Brazil

Ticker: PETR4

Record Date:

Meeting Type: Extraordinary Shareholders

Primary Security ID: P78331140

Shares Voted: 1,858,229

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles and Consolidate Bylaws	Mgmt	For	Refer	Against
<i>Voter Rationale: Not in best interests of all shareholders</i>					
2	In the Event of a Second Call, Can the Voting Instructions Contained in this Proxy Card Be Considered Valid for the Second Call?	Mgmt	None	For	For

Reliance Industries Ltd.

Meeting Date: 10/26/2023

Country: India

Ticker: 500325

Record Date: 09/22/2023

Meeting Type: Special

Primary Security ID: Y72596102

Shares Voted: 1,012,048

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Isha M. Ambani as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					

Reliance Industries Ltd.

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Elect Akash M. Ambani as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
3	Elect Anant M. Ambani as Director	Mgmt	For	Against	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					

Shenzhen Mindray Bio-Medical Electronics Co., Ltd.

Meeting Date: 11/13/2023 **Country:** China **Ticker:** 300760
Record Date: 11/06/2023 **Meeting Type:** Special
Primary Security ID: Y774E3101

Shares Voted: 686,086

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Profit Distribution for the First Three Quarters	Mgmt	For	For	For

Sinotruk (Hong Kong) Limited

Meeting Date: 12/12/2023 **Country:** Hong Kong **Ticker:** 3808
Record Date: 12/06/2023 **Meeting Type:** Extraordinary Shareholders
Primary Security ID: Y8014Z102

Shares Voted: 13,223,593

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Transactions Contemplated under the Supplemental Agreement to the 2023 Weichai Parts Purchase Agreement, Proposed Revised Annual Cap and Related Transactions	Mgmt	For	For	For
2	Approve Transactions Contemplated under the 2024 Weichai Parts Purchase Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	For	For

Tata Consultancy Services Limited

Meeting Date: 11/15/2023 **Country:** India **Ticker:** 532540
Record Date: 10/06/2023 **Meeting Type:** Special
Primary Security ID: Y85279100

Shares Voted: 157,385

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Buyback of Equity Shares	Mgmt	For	For	For
2	Elect Al-Noor Ramji as Director	Mgmt	For	For	For
3	Reelect Hanne Birgitte Breinbjerg Sorensen as Director	Mgmt	For	For	For
4	Reelect Keki Minoo Mistry as Director	Mgmt	For	For	For

Will Semiconductor Co., Ltd. Shanghai

Meeting Date: 12/22/2023

Country: China

Ticker: 603501

Record Date: 12/14/2023

Meeting Type: Special

Primary Security ID: Y9584K103

Shares Voted: 309,300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
2	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	Refer	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
3	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	Refer	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
4	Amend Working System for Independent Directors	Mgmt	For	Refer	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
5	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	Mgmt	For	Refer	Against
	<i>Voter Rationale: Company failed to disclose sufficient information</i>				
6	Approve Formulation of Accounting Firm Selection System	Mgmt	For	For	For

XP Inc.

Meeting Date: 10/06/2023

Country: Cayman Islands

Ticker: XP

Record Date: 09/08/2023

Meeting Type: Annual

Primary Security ID: G98239109

Shares Voted: 181,009

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Director Frederico Seabra de Carvalho	Mgmt	For	For	For
3	Elect Directors	Mgmt	For	Refer	Against
<i>Voter Rationale: Nominee is non-independent and full board is less than majority independent</i>					
4	Amend Articles of Association	Mgmt	For	Refer	For

Zijin Mining Group Co., Ltd.

Meeting Date: 12/08/2023

Country: China

Ticker: 2899

Record Date: 11/30/2023

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y9892H107

Shares Voted: 10,184,486

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Share Option Incentive Scheme for 2023 (Draft) and Its Summary	Mgmt	For	Refer	For
2	Approve Administrative Measures for Implementation of Appraisal for the Share Option Incentive Scheme	Mgmt	For	Refer	For
3	Approve Authorization to the Board of Directors to Handle Matters Relating to the Share Option Incentive Scheme	Mgmt	For	Refer	For
4	Approve Employee Stock Ownership Scheme for 2023 (Draft) and Its Summary	Mgmt	For	Refer	Against
<i>Voter Rationale: Purchase price < 75% of fair market value on date of grant</i>					
5	Approve Administrative Policy of the Employee Stock Ownership Scheme	Mgmt	For	Refer	Against
<i>Voter Rationale: Purchase price < 75% of fair market value on date of grant</i>					
6	Approve Authorization to the Board of Directors to Handle Matters Relating to the Employee Stock Ownership Scheme	Mgmt	For	Refer	Against
<i>Voter Rationale: Purchase price < 75% of fair market value on date of grant</i>					
7	Approve Profit Distribution Proposal	Mgmt	For	For	For
8	Approve Amendments to the Rules on Work for Independent Directors	Mgmt	For	Refer	For

Zijin Mining Group Co., Ltd.

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9	Approve Adjustments to Allowances of Independent Directors, Non-Executive Director and External Supervisor of the Eighth Term	Mgmt	For	For	For
10	Approve Development of Futures and Derivative Trading Businesses of Subsidiaries	Mgmt	For	For	For

Zijin Mining Group Co., Ltd.

Meeting Date: 12/08/2023

Country: China

Ticker: 2899

Record Date: 11/30/2023

Meeting Type: Special

Primary Security ID: Y9892H107

Shares Voted: 10,184,486

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Share Option Incentive Scheme for 2023 (Draft) and Its Summary	Mgmt	For	Refer	For
2	Approve Administrative Measures for Implementation of Appraisal for the Share Option Incentive Scheme	Mgmt	For	Refer	For
3	Approve Authorization to the Board of Directors to Handle Matters Relating to the Share Option Incentive Scheme	Mgmt	For	Refer	For

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Aalberts NV	2	Elect S. (Stephane) Simonetta to Management Board	No	For	For	For	For
Aalberts NV	3	Approve Discharge of W.A. (Wim) Pelsma as Member of the Management Board	No	For	For	For	For
Advanced Drainage Systems, Inc.	1a	Elect Director D. Scott Barbour	No	For	For	For	For
Advanced Drainage Systems, Inc.	1b	Elect Director Anesa T. Chaibi	No	For	For	For	For
Advanced Drainage Systems, Inc.	1c	Elect Director Michael B. Coleman	No	For	For	For	For
Advanced Drainage Systems, Inc.	1d	Elect Director Robert M. Eversole	No	For	For	For	For
Advanced Drainage Systems, Inc.	1e	Elect Director Alexander R. Fischer	No	For	For	For	For
Advanced Drainage Systems, Inc.	1f	Elect Director Tanya D. Fratto	No	For	For	For	For
Advanced Drainage Systems, Inc.	1g	Elect Director Kelly S. Gast	No	For	For	For	For
Advanced Drainage Systems, Inc.	1h	Elect Director M.A. (Mark) Haney	No	For	For	For	For
Advanced Drainage Systems, Inc.	1i	Elect Director Ross M. Jones	No	For	For	For	For
Advanced Drainage Systems, Inc.	1j	Elect Director Manuel J. Perez de la Mesa	No	For	For	For	For
Advanced Drainage Systems, Inc.	1k	Elect Director Carl A. Nelson, Jr.	No	For	For	For	For
Advanced Drainage Systems, Inc.	1l	Elect Director Anil Seetharam	No	For	For	For	For
Advanced Drainage Systems, Inc.	2	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Advanced Drainage Systems, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Alfen NV	2	Elect Maria Anhalt to Supervisory Board	No	For	For	For	For
Arcadis NV	2a	Elect L.M. Morant to Supervisory Board	No	For	For	For	For
Arcadis NV	2b	Elect P. de Wit to Supervisory Board	No	For	For	For	For
BYD Company Limited	1a	Elect Wang Chuan-fu as Director	No	For	For	For	For
BYD Company Limited	1b	Elect Lv Xiang-yang as Director	No	For	For	For	For
BYD Company Limited	1c	Elect Xia Zuo-quan as Director	No	For	For	For	For
BYD Company Limited	1d	Elect Cai Hong-ping as Director	No	For	For	For	For
BYD Company Limited	1e	Elect Zhang Min as Director	No	For	For	For	For
BYD Company Limited	1f	Elect Yu Ling as Director	No	For	For	For	For
BYD Company Limited	2a	Elect Li Yong-zhao as Supervisor	No	For	For	For	For
BYD Company Limited	2b	Elect Zhu Ai-yun as Supervisor	No	For	For	For	For
BYD Company Limited	2c	Elect Huang Jiang-feng as Supervisor	No	For	For	For	For
BYD Company Limited	3	Approve Remuneration of Directors	No	For	For	For	For
BYD Company Limited	4	Approve Remuneration of Supervisors	No	For	For	For	For
Bunge Limited	1	Change Country of Incorporation [Bermuda to Switzerland]	No	For	For	For	For
Bunge Limited	2	Approve Acquisition of Viterra Limited	No	For	For	For	For
Bunge Limited	3	Adjourn Meeting	No	For	For	For	For

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
China Water Affairs Group Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
China Water Affairs Group Limited	2	Approve Final Dividend	No	For	For	For	For
China Water Affairs Group Limited	3.1	Elect Duan Jerry Linnan as Director	No	For	For	For	For
China Water Affairs Group Limited	3.2	Elect Makoto Inoue as Director	No	For	Against	Against	Against
China Water Affairs Group Limited	3.3	Elect Ho Ping as Director	No	For	For	For	For
China Water Affairs Group Limited	3.4	Elect Zhou Nan as Director	No	For	For	For	For
China Water Affairs Group Limited	3.5	Authorize Board to Fix Remuneration of Directors	No	For	For	For	For
China Water Affairs Group Limited	4	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
China Water Affairs Group Limited	5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
China Water Affairs Group Limited	6	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
China Water Affairs Group Limited	7	Authorize Reissuance of Repurchased Shares	No	For	Against	Against	Against
China Water Affairs Group Limited	8	Adopt Amended and Restated Bye-Laws	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Approve the Contracting of a Credit Operation with the French Development Agency - AFD	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	2	Amend Remuneration of Company's Management and Fiscal Council	No	For	Against	Against	Against
Companhia de Saneamento de Minas Gerais	1	Elect Marcia Fragoso Soares as Director	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Elect Juliano Fisicaro Borges as Fiscal Council Member	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Approve Special Dividends	No	For	For	For	For
Ferguson Plc	1a	Elect Director Kelly Baker	No	For	For	For	For
Ferguson Plc	1b	Elect Director Bill Brundage	No	For	For	For	For
Ferguson Plc	1c	Elect Director Geoff Drabble	No	For	For	For	For
Ferguson Plc	1d	Elect Director Catherine Halligan	No	For	For	For	For
Ferguson Plc	1e	Elect Director Brian May	No	For	For	For	For
Ferguson Plc	1f	Elect Director James S. Metcalf	No	For	For	For	For
Ferguson Plc	1g	Elect Director Kevin Murphy	No	For	For	For	For
Ferguson Plc	1h	Elect Director Alan Murray	No	For	For	For	For
Ferguson Plc	1i	Elect Director Thomas Schmitt	No	For	For	For	For
Ferguson Plc	1j	Elect Director Nadia Shouraboura	No	For	For	For	For
Ferguson Plc	1k	Elect Director Suzanne Wood	No	For	For	For	For

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Ferguson Plc	2	Reappoint Deloitte LLP as Statutory Auditor	No	For	For	For	For
Ferguson Plc	3	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Ferguson Plc	4	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Ferguson Plc	5	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Ferguson Plc	6	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year
Ferguson Plc	7	Approve Omnibus Stock Plan	No	For	For	For	For
Ferguson Plc	8	Authorise Issue of Equity	No	For	For	For	For
Ferguson Plc	9	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Ferguson Plc	10	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition, Financing, or Specified Capital Investment	No	For	For	For	For
Ferguson Plc	11	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Ferguson Plc	12	Adopt New Articles of Association	No	For	For	For	For
Genus Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Genus Plc	2	Approve Remuneration Report	No	For	For	For	For
Genus Plc	3	Approve Final Dividend	No	For	For	For	For
Genus Plc	4	Elect Jorgen Kokke as Director	No	For	For	For	For
Genus Plc	5	Re-elect Iain Ferguson as Director	No	For	For	For	For
Genus Plc	6	Re-elect Alison Henriksen as Director	No	For	For	For	For
Genus Plc	7	Re-elect Lysanne Gray as Director	No	For	For	For	For
Genus Plc	8	Re-elect Lesley Knox as Director	No	For	For	For	For
Genus Plc	9	Re-elect Jason Chin as Director	No	For	For	For	For
Genus Plc	10	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
Genus Plc	11	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	No	For	For	For	For
Genus Plc	12	Approve Settlement of Buy-Out Awards Granted to Jorgen Kokke through Issuance of New Shares or Transfer of Treasury Shares	No	For	For	For	For
Genus Plc	13	Amend Performance Share Plan	No	For	For	For	For
Genus Plc	14	Approve Grant of Awards under the Performance Share Plan to Jorgen Kokke	No	For	For	For	For
Genus Plc	15	Authorise Issue of Equity	No	For	For	For	For
Genus Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Genus Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Genus Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Genus Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Halma Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Halma Plc	2	Approve Final Dividend	No	For	For	For	For
Halma Plc	3	Approve Remuneration Report	No	For	For	For	For
Halma Plc	4	Elect Steve Gunning as Director	No	For	For	For	For
Halma Plc	5	Re-elect Dame Louise Makin as Director	No	For	For	For	For
Halma Plc	6	Re-elect Marc Ronchetti as Director	No	For	For	For	For
Halma Plc	7	Re-elect Jennifer Ward as Director	No	For	For	For	For
Halma Plc	8	Re-elect Carole Cran as Director	No	For	For	For	For
Halma Plc	9	Re-elect Jo Harlow as Director	No	For	For	For	For
Halma Plc	10	Re-elect Dharmash Mistry as Director	No	For	For	For	For
Halma Plc	11	Re-elect Sharmila Nebhrajani as Director	No	For	For	For	For
Halma Plc	12	Re-elect Tony Rice as Director	No	For	For	For	For
Halma Plc	13	Re-elect Roy Twite as Director	No	For	For	For	For
Halma Plc	14	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Halma Plc	15	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Halma Plc	16	Authorise Issue of Equity	No	For	For	For	For
Halma Plc	17	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Halma Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Halma Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Halma Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Halma Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Kingspan Group Plc	1	Approve Cancellation of the Listing of Ordinary Shares from the Premium Segment of the Official List of the Financial Conduct Authority and Remove Ordinary Shares from Trading on the London Stock Exchange plc's Main Market	No	For	For	For	For
Livent Corporation	1	Approve Merger Agreement	No	For	For	For	For
Livent Corporation	2	Advisory Vote on Golden Parachutes	No	For	For	For	For

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Livent Corporation	3	Require Advance Notice for Shareholder Proposals/Nominations	No	For	Against	Against	Against
Livent Corporation	4	Provide Directors May Only Be Removed for Cause	No	For	Against	Against	Against
Livent Corporation	5	Amend Quorum Requirements	No	For	For	For	For
Livent Corporation	6	Adjourn Meeting	No	For	For	For	For
National Grid Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
National Grid Plc	2	Approve Final Dividend	No	For	For	For	For
National Grid Plc	3	Re-elect Paula Reynolds as Director	No	For	For	For	For
National Grid Plc	4	Re-elect John Pettigrew as Director	No	For	For	For	For
National Grid Plc	5	Re-elect Andy Agg as Director	No	For	For	For	For
National Grid Plc	6	Re-elect Therese Esperdy as Director	No	For	For	For	For
National Grid Plc	7	Re-elect Liz Hewitt as Director	No	For	For	For	For
National Grid Plc	8	Re-elect Ian Livingston as Director	No	For	For	For	For
National Grid Plc	9	Re-elect Iain Mackay as Director	No	For	For	For	For
National Grid Plc	10	Re-elect Anne Robinson as Director	No	For	For	For	For
National Grid Plc	11	Re-elect Earl Shipp as Director	No	For	For	For	For
National Grid Plc	12	Re-elect Jonathan Silver as Director	No	For	For	For	For
National Grid Plc	13	Re-elect Tony Wood as Director	No	For	For	For	For
National Grid Plc	14	Re-elect Martha Wyrsh as Director	No	For	For	For	For
National Grid Plc	15	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
National Grid Plc	16	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	No	For	For	For	For
National Grid Plc	17	Approve Remuneration Report	No	For	For	For	For
National Grid Plc	18	Authorise UK Political Donations and Expenditure	No	For	For	For	For
National Grid Plc	19	Authorise Issue of Equity	No	For	For	For	For
National Grid Plc	20	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
National Grid Plc	21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
National Grid Plc	22	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
National Grid Plc	23	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.1	Approve Financial Statements of Company as of June 30, 2023	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.2	Approve Absorption of Company's Subsidiary: Mexichem Soluciones Integrales Holding S.A. de C.V.	No	For	For	For	For

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Orbia Advance Corporation SAB de CV	2	Ratify and Approve Cancellation of Repurchased Shares Approved by AGM on March 30, 2023	No	For	For	For	For
Orbia Advance Corporation SAB de CV	3	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Origin Enterprises Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Origin Enterprises Plc	2	Approve Final Dividend	No	For	For	For	For
Origin Enterprises Plc	3a	Re-elect Gary Britton as Director	No	For	Against	Against	For
Origin Enterprises Plc	3b	Re-elect Aidan Connolly as Director	No	For	For	For	Against
Origin Enterprises Plc	3c	Re-elect Sean Coyle as Director	No	For	For	For	Against
Origin Enterprises Plc	3d	Re-elect TJ Kelly as Director	No	For	For	For	For
Origin Enterprises Plc	3e	Re-elect Helen Kirkpatrick as Director	No	For	For	For	For
Origin Enterprises Plc	3f	Re-elect Alan Ralph as Director	No	For	For	For	For
Origin Enterprises Plc	3g	Re-elect Christopher Richards as Director	No	For	For	For	For
Origin Enterprises Plc	3h	Re-elect Lesley Williams as Director	No	For	For	For	For
Origin Enterprises Plc	3i	Elect Pamela Powell Director	No	For	For	For	For
Origin Enterprises Plc	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Origin Enterprises Plc	5	Approve Remuneration Report	No	For	For	For	For
Origin Enterprises Plc	6	Authorise Issue of Equity	No	For	For	For	For
Origin Enterprises Plc	7a	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Origin Enterprises Plc	7b	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Origin Enterprises Plc	8a	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Origin Enterprises Plc	8b	Authorise Reissuance Price Range at which Treasury Shares May be Re-issued Off-Market	No	For	For	For	For
Origin Enterprises Plc	9	Approve Performance Share Plan	No	For	For	For	For
SSE Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
SSE Plc	2	Approve Remuneration Report	No	For	For	For	For
SSE Plc	3	Approve Final Dividend	No	For	For	For	For
SSE Plc	4	Re-elect Gregor Alexander as Director	No	For	For	For	For
SSE Plc	5	Re-elect Lady Elish Angiolini as Director	No	For	For	For	For
SSE Plc	6	Re-elect John Bason as Director	No	For	For	For	For
SSE Plc	7	Re-elect Tony Cocker as Director	No	For	For	For	For
SSE Plc	8	Re-elect Debbie Crosbie as Director	No	For	For	For	For
SSE Plc	9	Re-elect Helen Mahy as Director	No	For	For	For	For
SSE Plc	10	Re-elect Sir John Manzoni as Director	No	For	For	For	For
SSE Plc	11	Re-elect Alistair Phillips-Davies as Director	No	For	For	For	For

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
SSE Plc	12	Re-elect Martin Pibworth as Director	No	For	For	For	For
SSE Plc	13	Re-elect Melanie Smith as Director	No	For	For	For	For
SSE Plc	14	Re-elect Dame Angela Strank as Director	No	For	For	For	For
SSE Plc	15	Reappoint Ernst & Young LLP as Auditors	No	For	For	For	For
SSE Plc	16	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
SSE Plc	17	Approve Net Zero Transition Report	No	For	For	For	For
SSE Plc	18	Authorise Issue of Equity	No	For	For	For	For
SSE Plc	19	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
SSE Plc	20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
SSE Plc	21	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
SSE Plc	22	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Severn Trent Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Severn Trent Plc	2	Approve Remuneration Report	No	For	For	For	For
Severn Trent Plc	3	Approve Final Dividend	No	For	For	For	For
Severn Trent Plc	4	Re-elect Kevin Beeston as Director	No	For	For	For	For
Severn Trent Plc	5	Re-elect John Coghlan as Director	No	For	For	For	For
Severn Trent Plc	6	Re-elect Tom Delay as Director	No	For	For	For	For
Severn Trent Plc	7	Re-elect Liv Garfield as Director	No	For	For	For	For
Severn Trent Plc	8	Re-elect Christine Hodgson as Director	No	For	For	For	For
Severn Trent Plc	9	Elect Sarah Legg as Director	No	For	For	For	For
Severn Trent Plc	10	Elect Helen Miles as Director	No	For	For	For	For
Severn Trent Plc	11	Re-elect Sharmila Nebhrajani as Director	No	For	For	For	For
Severn Trent Plc	12	Re-elect Gillian Sheldon as Director	No	For	For	For	For
Severn Trent Plc	13	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
Severn Trent Plc	14	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	No	For	For	For	For
Severn Trent Plc	15	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Severn Trent Plc	16	Authorise Issue of Equity	No	For	For	For	For
Severn Trent Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Severn Trent Plc	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Severn Trent Plc	19	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

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

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
United Utilities Group Plc	10	Elect Michael Lewis as Director	No	For	For	For	For
United Utilities Group Plc	11	Re-elect Paulette Rowe as Director	No	For	For	For	For
United Utilities Group Plc	12	Re-elect Doug Webb as Director	No	For	For	For	For
United Utilities Group Plc	13	Reappoint KPMG LLP as Auditors	No	For	For	For	For
United Utilities Group Plc	14	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
United Utilities Group Plc	15	Authorise Issue of Equity	No	For	For	For	For
United Utilities Group Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
United Utilities Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
United Utilities Group Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
United Utilities Group Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
United Utilities Group Plc	20	Authorise UK Political Donations and Expenditure	No	For	For	For	For
VA Tech Wabag Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
VA Tech Wabag Limited	2	Reelect Amit Goela as Director	No	For	For	For	For
VA Tech Wabag Limited	3	Approve Sharp & Tannan, Chartered Accountants, Chennai as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
VA Tech Wabag Limited	4	Reelect Ranjit Singh as Director	No	For	For	For	For
VA Tech Wabag Limited	5	Reelect Vijaya Sampath as Director	No	For	Against	Against	Against
VA Tech Wabag Limited	6	Approve Reappointment and Remuneration of S. Varadarajan as Whole Time Director and Chief Growth Officer	No	For	For	For	Against
VA Tech Wabag Limited	7	Approve Remuneration of Cost Auditors	No	For	For	For	Against
Wolfspeed, Inc.	1.1	Elect Director Glenda M. Dorchak	No	For	For	For	For
Wolfspeed, Inc.	1.2	Elect Director John C. Hodge	No	For	For	For	For
Wolfspeed, Inc.	1.3	Elect Director Clyde R. Hosein	No	For	For	For	For
Wolfspeed, Inc.	1.4	Elect Director Darren R. Jackson	No	For	For	For	For
Wolfspeed, Inc.	1.5	Elect Director Duy-Loan T. Le	No	For	For	For	For
Wolfspeed, Inc.	1.6	Elect Director Gregg A. Lowe	No	For	For	For	For
Wolfspeed, Inc.	1.7	Elect Director John B. Replogle	No	For	For	For	For
Wolfspeed, Inc.	1.8	Elect Director Marvin A. Riley	No	For	For	For	For
Wolfspeed, Inc.	1.9	Elect Director Stacy J. Smith	No	For	For	For	For
Wolfspeed, Inc.	1.10	Elect Director Thomas H. Werner	No	For	For	For	For
Wolfspeed, Inc.	2	Increase Authorized Common Stock	No	For	For	For	For
Wolfspeed, Inc.	3	Approve Omnibus Stock Plan	No	For	Against	Against	Against
Wolfspeed, Inc.	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	Against

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KBIGI Proxy Votes - July through December 2023 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Wolfspeed, Inc.	5	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	Against
Wolfspeed, Inc.	6	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Albertsons Companies, Inc.	08/03/2023	Management	1	Yes	Elect Director Vivek Sankaran	For	For	For	For	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	2	Yes	Elect Director James Donald	For	For	For	For	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	3	Yes	Elect Director Chan Galbato	For	For	For	For	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	4	Yes	Elect Director Sharon Allen	For	Against	Against	Against	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	5	Yes	Elect Director Kim Fennebresque	For	For	For	For	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	6	Yes	Elect Director Allen Gibson	For	For	For	For	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	7	Yes	Elect Director Alan Schumacher	For	For	For	For	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	8	Yes	Elect Director Brian Kevin Turner	For	For	For	For	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	9	Yes	Elect Director Mary Elizabeth West	For	For	For	For	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Albertsons Companies, Inc.	08/03/2023	Management	10	Yes	Elect Director Scott Wille	For	Against	Against	Against	Votes AGAINST Scott Wille are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Sharon Allen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws, which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/03/2023	Management	11	Yes	Ratify Deloitte and Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Albertsons Companies, Inc.	08/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount of corporate aircraft perquisite to the CEO.
Allegro MicroSystems, Inc.	08/03/2023	Management	1	Yes	Elect Director Andrew G. Dunn	For	For	For	For	WITHHOLD votes for non-independent nominee Richard Lury are warranted for lack of a majority independent board. WITHHOLD votes for Richard Lury are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Governance Committee member Richard Lury given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Allegro MicroSystems, Inc.	08/03/2023	Management	2	Yes	Elect Director Richard R. Lury	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Lury are warranted for lack of a majority independent board. WITHHOLD votes for Richard Lury are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Governance Committee member Richard Lury given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Allegro MicroSystems, Inc.	08/03/2023	Management	3	Yes	Elect Director Susan D. Lynch	For	For	For	For	WITHHOLD votes for non-independent nominee Richard Lury are warranted for lack of a majority independent board. WITHHOLD votes for Richard Lury are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Governance Committee member Richard Lury given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Allegro MicroSystems, Inc.	08/03/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Allegro MicroSystems, Inc.	08/03/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	3	Yes	Elect Director Adam M. Aron	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	4	Yes	Elect Director Denise M. Clark	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	5	Yes	Elect Director Howard W. "Hawk" Koch, Jr.	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	6	Yes	Elect Director Philip Lader	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	7	Yes	Elect Director Gary F. Locke	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	8	Yes	Elect Director Kathleen M. Pawlus	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	9	Yes	Elect Director Keri S. Putnam	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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AMC Entertainment Holdings, Inc.	11/08/2023	Management	10	Yes	Elect Director Anthony J. Saich	For	For	Withhold	Withhold	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	11	Yes	Elect Director Adam J. Sussman	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	13	Yes	Elect Director Denise M. Clark	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	14	Yes	Elect Director Keri S. Putnam	For	For	For	For	WITHHOLD votes for Anthony Saich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	15	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted. The right to act by written consent is a powerful tool for shareholders and is generally considered good governance. Additionally, the company does not have a shareholder who could abuse the written consent right.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	16	Yes	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	17	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	18	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	19	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated limited responsiveness following last year's failed say-on-pay vote. In addition, after the 2022 performance cycle was completed and a majority of the 2022 tranche PSUs were forfeited, the committee made a new grant to executives intended as if the 2022 performance cycle had vested at maximum, which undermines the connection between pay and performance.
AMC Entertainment Holdings, Inc.	11/08/2023	Management	20	Yes	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that Items 2a.8, 5, and 7 do not warrant shareholder support.
Amcor plc	11/08/2023	Management	1	Yes	Elect Director Graeme Liebelt	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	2	Yes	Elect Director Ronald Delia	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	3	Yes	Elect Director Achal Agarwal	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	4	Yes	Elect Director Andrea Bertone	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	5	Yes	Elect Director Susan Carter	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	6	Yes	Elect Director Lucrece Foufopoulos-De Ridder	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	7	Yes	Elect Director Karen Guerra	For	For	Against	Against	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	8	Yes	Elect Director Nicholas (Tom) Long	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	9	Yes	Elect Director Arun Nayar	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	10	Yes	Elect Director David Szczupak	For	For	For	For	Votes AGAINST Karen Guerra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amcor plc	11/08/2023	Management	11	Yes	Ratify PricewaterhouseCoopers AG as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

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Amcors plc	11/08/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of aggregate perquisites; and * The company provided tax gross-up payment for the CEO's relocation perquisite.
Amcors plc	11/08/2023	Management	13	Yes	Authorise Repurchase of Ordinary Shares and CHES Depository Interests	For	For	For	For	A vote FOR this resolution is warranted because the company is proposing to repurchase shares on the open market and all shareholders will have a chance to tender their shares.
Amedisys, Inc.	09/08/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In consideration of the sales process, premium to AMED's unaffected share price, and certainty of value of the cash form of consideration, a vote warranted FOR the acquisition.
Amedisys, Inc.	09/08/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, outstanding equity awards, including recent retention awards to the CEO and another NEO, will be converted to awards of the acquiring company and remain subject to double-trigger vesting acceleration.
Amedisys, Inc.	09/08/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
Apartment Income REIT Corp.	09/15/2023	Management	1	Yes	Elect Director Terry Considine	For	For	For	For	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	2	Yes	Elect Director Thomas N. Bohjalian	For	For	For	For	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	3	Yes	Elect Director Kristin R. Finney-Cooke	For	For	For	For	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	4	Yes	Elect Director Thomas L. Keltner	For	For	Against	Against	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	5	Yes	Elect Director Devin I. Murphy	For	For	For	For	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	6	Yes	Elect Director Margarita Palau-Hernandez	For	For	For	For	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	7	Yes	Elect Director John Dinha Rayis	For	For	For	For	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	8	Yes	Elect Director Ann Sperling	For	For	For	For	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	9	Yes	Elect Director Nina A. Tran	For	For	For	For	Votes AGAINST Thomas (Tom) Keltner are warranted for serving as a non-independent member of the key board committees. Votes FOR the remaining nominees are warranted.
Apartment Income REIT Corp.	09/15/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Apartment Income REIT Corp.	09/15/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Apartment Income REIT Corp.	09/15/2023	Management	12	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted as the removal of supermajority requirements would improve shareholder rights.
Apartment Income REIT Corp.	09/15/2023	Management	13	Yes	Provide Directors May Be Removed With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted as the ability to remove directors with or without cause by a majority vote is considered to improve director accountability to shareholders.
Apartment Income REIT Corp.	09/15/2023	Management	14	Yes	Amend Charter to Eliminate Language that are No Longer Applicable Due to the Passage of Time	For	For	For	For	A vote FOR this proposal is warranted as the proposed changes would not have an adverse impact on shareholder rights.
Apollo Global Management, Inc.	10/06/2023	Management	1	Yes	Elect Director Marc Beilinson	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	2	Yes	Elect Director James Belardi	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Apollo Global Management, Inc.	10/06/2023	Management	3	Yes	Elect Director Jessica Bibliowicz	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	4	Yes	Elect Director Walter (Jay) Clayton	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	5	Yes	Elect Director Michael Ducey	For	For	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	6	Yes	Elect Director Kerry Murphy Healey	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	7	Yes	Elect Director Mitra Hormozi	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	8	Yes	Elect Director Pamela Joyner	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	9	Yes	Elect Director Scott Kleinman	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	10	Yes	Elect Director A.B. Krongard	For	For	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	11	Yes	Elect Director Pauline Richards	For	For	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	12	Yes	Elect Director Marc Rowan	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	13	Yes	Elect Director David Simon	For	For	Against	Against	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	14	Yes	Elect Director Lynn Swann	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	15	Yes	Elect Director Patrick Toomey	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Apollo Global Management, Inc.	10/06/2023	Management	16	Yes	Elect Director James Zelter	For	For	For	For	Votes AGAINST Michael (Mike) Ducey, Alvin Krongard and Pauline Richards are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/06/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. An NEO received very large partnership interest distributions resulting in excessive NEO pay. The company does not disclose a meaningful cap on such distributions.
Apollo Global Management, Inc.	10/06/2023	Management	18	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atlassian Corporation	12/06/2023	Management	1	Yes	Elect Director Shona L. Brown	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	2	Yes	Elect Director Michael Cannon-Brookes	For	Against	Against	Against	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	3	Yes	Elect Director Scott Farquhar	For	Against	Against	Against	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	4	Yes	Elect Director Heather M. Fernandez	For	Against	Against	Against	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	5	Yes	Elect Director Sasan Goodarzi	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	6	Yes	Elect Director Jay Parikh	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Atlassian Corporation	12/06/2023	Management	7	Yes	Elect Director Enrique Salem	For	Against	Against	Against	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	8	Yes	Elect Director Steven Sordello	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	9	Yes	Elect Director Richard P. Wong	For	Against	Against	Against	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	10	Yes	Elect Director Michelle Zatlyn	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members Heather Fernandez, Enrique Salem, and Richard (Rich) Wong are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Michael (Mike) Cannon-Brookes and Scott Farquhar are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Atlassian Corporation	12/06/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atlassian Corporation	12/06/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Atlassian Corporation	12/06/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Automatic Data Processing, Inc.	11/08/2023	Management	1	Yes	Elect Director Peter Bisson	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	2	Yes	Elect Director Maria Black	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	3	Yes	Elect Director David V. Goeckeler	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	4	Yes	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	5	Yes	Elect Director John P. Jones	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	6	Yes	Elect Director Francine S. Katsoudas	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	7	Yes	Elect Director Nazzic S. Keene	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	8	Yes	Elect Director Thomas J. Lynch	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Automatic Data Processing, Inc.	11/08/2023	Management	9	Yes	Elect Director Scott F. Powers	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	10	Yes	Elect Director William J. Ready	For	For	Against	Against	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	11	Yes	Elect Director Carlos A. Rodriguez	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	12	Yes	Elect Director Sandra S. Wijnberg	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/08/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's relocation perquisite.
Automatic Data Processing, Inc.	11/08/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Automatic Data Processing, Inc.	11/08/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoZone, Inc.	12/20/2023	Management	1	Yes	Elect Director Michael A. George	For	For	For	For	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	2	Yes	Elect Director Linda A. Goodspeed	For	For	For	For	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	3	Yes	Elect Director Earl G. Graves, Jr.	For	For	Against	Against	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	4	Yes	Elect Director Enderson Guimaraes	For	For	Against	Against	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	5	Yes	Elect Director Brian P. Hannasch	For	For	For	For	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	6	Yes	Elect Director D. Bryan Jordan	For	For	For	For	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	7	Yes	Elect Director Gale V. King	For	For	For	For	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	8	Yes	Elect Director George R. Mrkonic, Jr.	For	For	Against	Against	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	9	Yes	Elect Director William C. Rhodes, III	For	For	For	For	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	10	Yes	Elect Director Jill A. Soltau	For	For	For	For	WITHHOLD votes for Earl (Butch) Graves Jr., Enderson Guimaraes and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/20/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoZone, Inc.	12/20/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
AutoZone, Inc.	12/20/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avnet, Inc.	11/16/2023	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	2	Yes	Elect Director Carlo Bozotti	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	3	Yes	Elect Director Brenda L. Freeman	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	4	Yes	Elect Director Philip R. Gallagher	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	5	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	6	Yes	Elect Director Oleg Khaykin	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	7	Yes	Elect Director James A. Lawrence	For	For	Against	Against	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	8	Yes	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	9	Yes	Elect Director Avid Modjtabei	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	10	Yes	Elect Director Adalio T. Sanchez	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Avnet, Inc.	11/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Avnet, Inc.	11/16/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bill Holdings, Inc.	12/07/2023	Management	1	Yes	Elect Director Rene Lacerte	For	For	For	For	WITHHOLD votes are warranted for the Governance Committee member Peter (Pete) Kight given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Bill Holdings, Inc.	12/07/2023	Management	2	Yes	Elect Director Peter Kight	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for the Governance Committee member Peter (Pete) Kight given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Bill Holdings, Inc.	12/07/2023	Management	3	Yes	Elect Director Tina Reich	For	For	For	For	WITHHOLD votes are warranted for the Governance Committee member Peter (Pete) Kight given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Bill Holdings, Inc.	12/07/2023	Management	4	Yes	Elect Director Scott Wagner	For	For	For	For	WITHHOLD votes are warranted for the Governance Committee member Peter (Pete) Kight given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Bill Holdings, Inc.	12/07/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the new auditor is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Bill Holdings, Inc.	12/07/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	

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Bio-Techne Corporation	10/26/2023	Management	1	Yes	Fix Number of Directors at Nine	For	For	For	For	A vote FOR this proposal is warranted as the number of directors would not change and the proposal is not motivated by a desire to entrench management.
Bio-Techne Corporation	10/26/2023	Management	2	Yes	Elect Director Robert V. Baumgartner	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/26/2023	Management	3	Yes	Elect Director Julie L. Bushman	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/26/2023	Management	4	Yes	Elect Director John L. Higgins	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/26/2023	Management	5	Yes	Elect Director Joseph D. Keegan	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/26/2023	Management	6	Yes	Elect Director Charles R. Kummeth	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/26/2023	Management	7	Yes	Elect Director Roeland Nusse	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/26/2023	Management	8	Yes	Elect Director Alpna Seth	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/26/2023	Management	9	Yes	Elect Director Randolph Steer	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/26/2023	Management	10	Yes	Elect Director Rupert Vessey	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

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Bio-Techne Corporation	10/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The compensation committee was sufficiently responsive to shareholders' concerns after last year's relatively low say-on-pay vote result by engaging with shareholders and making changes to address the primary concern expressed. However, an unmitigated pay-for-performance misalignment exists for the year under review. The CEO received a large front-loaded option grant that, even when annualized over the two years it is intended to cover, significantly elevated his total target equity value. While the award is entirely performance-based and the first tranche did not vest due to failure to achieve the threshold goal, vesting is based on one-year performance goals, and the company does not disclose the goal targets nor actual achievement for the FY23 tranche. In addition, some shareholders may be concerned by the new relative TSR metric's targeting of merely median performance of a comparator group that has not yet been disclosed. As a result of noted pay-for-performance concerns, a vote AGAINST this proposal is warranted.
Bio-Techne Corporation	10/26/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bio-Techne Corporation	10/26/2023	Management	13	Yes	Ratify KPMG, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Black Knight, Inc.	07/12/2023	Management	1	Yes	Elect Director Anthony M. Jabbour	For	For	Withhold	Withhold	WITHHOLD votes for Anthony Jabbour are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	07/12/2023	Management	2	Yes	Elect Director Catherine L. (Katie) Burke	For	For	For	For	WITHHOLD votes for Anthony Jabbour are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	07/12/2023	Management	3	Yes	Elect Director David K. Hunt	For	For	For	For	WITHHOLD votes for Anthony Jabbour are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	07/12/2023	Management	4	Yes	Elect Director Joseph M. Otting	For	For	For	For	WITHHOLD votes for Anthony Jabbour are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	07/12/2023	Management	5	Yes	Elect Director Ganesh B. Rao	For	For	For	For	WITHHOLD votes for Anthony Jabbour are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	07/12/2023	Management	6	Yes	Elect Director John D. Rood	For	For	For	For	WITHHOLD votes for Anthony Jabbour are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	07/12/2023	Management	7	Yes	Elect Director Nancy L. Shanik	For	For	For	For	WITHHOLD votes for Anthony Jabbour are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	07/12/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. An NEO received a large one-time discretionary bonus in connection with a pending merger, the size of which is considered excessive. In addition, concerns are also raised with respect to the excessive corporate aircraft perquisite provided to the CEO, the provision of single-trigger equity vesting acceleration in CIC agreements, and the use above-median benchmarking.
Black Knight, Inc.	07/12/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	1	Yes	Elect Director Ralph W. Shrader	For	For	Against	Against	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumont, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumont, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	2	Yes	Elect Director Horacio D. Rozanski	For	For	Against	Against	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumont, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumont, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Booz Allen Hamilton Holding Corpo	07/26/2023	Management	3	Yes	Elect Director Joan Lordi C. Amble	For	For	Against	Against	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	4	Yes	Elect Director Melody C. Barnes	For	For	For	For	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	5	Yes	Elect Director Michele A. Flournoy	For	For	For	For	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	6	Yes	Elect Director Mark E. Gaumond	For	For	Against	Against	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	7	Yes	Elect Director Ellen Jewett	For	For	For	For	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	8	Yes	Elect Director Arthur E. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	9	Yes	Elect Director Gretchen W. McClain	For	For	For	For	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	10	Yes	Elect Director Rory P. Read	For	For	For	For	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	11	Yes	Elect Director Charles O. Rossotti	For	For	Against	Against	Votes AGAINST non-independent nominees Ralph Shrader, Horacio Rozanski, Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Joan Lordi Amble, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Booz Allen Hamilton Holding Corpo	07/26/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	15	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Booz Allen Hamilton Holding Corpo	07/26/2023	Management	16	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	1	Yes	Elect Director Leslie A. Brun	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	2	Yes	Elect Director Pamela L. Carter	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	3	Yes	Elect Director Richard J. Daly	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	4	Yes	Elect Director Robert N. Duelks	For	For	Against	Against	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	5	Yes	Elect Director Melvin L. Flowers	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	6	Yes	Elect Director Timothy C. Gokey	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	7	Yes	Elect Director Brett A. Keller	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	8	Yes	Elect Director Maura A. Markus	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	9	Yes	Elect Director Eileen K. Murray	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	10	Yes	Elect Director Annette L. Nazareth	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	11	Yes	Elect Director Amit K. Zavery	For	For	For	For	Votes AGAINST Robert Duelks are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. A majority of the annual incentives are based on pre-set financial metrics. In addition, the company targets half of long-term incentives to be performance-based and will use a three-year performance period for FY24 awards.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Broadridge Financial Solutions, Inc.	11/09/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brown-Forman Corporation	07/27/2023	Management	1	Yes	Elect Director Campbell P. Brown	For	Against	Against	Against	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

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Brown-Forman Corporation	07/27/2023	Management	2	Yes	Elect Director Elizabeth M. Brown	For	Against	Against	Against	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	3	Yes	Elect Director Stuart R. Brown	For	Against	Against	Against	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	4	Yes	Elect Director Mark A. Clouse	For	For	For	For	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	5	Yes	Elect Director Marshall B. Farrer	For	Against	Against	Against	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	6	Yes	Elect Director Michael J. Roney	For	Against	Against	Against	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	7	Yes	Elect Director Jan E. Singer	For	For	For	For	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

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Brown-Forman Corporation	07/27/2023	Management	8	Yes	Elect Director Tracy L. Skeans	For	Against	Against	Against	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	9	Yes	Elect Director Elizabeth A. Smith	For	For	For	For	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	10	Yes	Elect Director Michael A. Todman	For	Against	Against	Against	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	11	Yes	Elect Director Lawson E. Whiting	For	For	For	For	Votes AGAINST Campbell Brown are warranted for serving as a non-independent member of a key board committee. A vote AGAINST governance committee members Campbell Brown, Michael (Mike) Roney, Tracy Skeans, and Michael Todman is warranted given the problematic multi-class capital structure. A vote AGAINST directors Campbell Brown, Stuart Brown, Marshall Farrer, and Elizabeth Brown are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote AGAINST compensation committee chair Michael (Mike) Roney is warranted for consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/27/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. In addition, while some disclosure concerns are noted, annual incentives were primarily determined by pre-set objective metrics, and a majority of long-term incentives are performance conditioned and measured over multi-year periods.
Brown-Forman Corporation	07/27/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	Three Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brown-Forman Corporation	07/27/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CACI International Inc	10/19/2023	Management	1	Yes	Elect Director Michael A. Daniels	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	2	Yes	Elect Director Lisa S. Disbrow	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	3	Yes	Elect Director Susan M. Gordon	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	4	Yes	Elect Director William L. Jews	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CACI International Inc	10/19/2023	Management	5	Yes	Elect Director Gregory G. Johnson	For	For	Against	Against	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	6	Yes	Elect Director Ryan D. McCarthy	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	7	Yes	Elect Director John S. Mengucci	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	8	Yes	Elect Director Philip O. Nolan	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	9	Yes	Elect Director Debora A. Plunkett	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	10	Yes	Elect Director Stanton D. Sloane	For	For	For	For	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	11	Yes	Elect Director William S. Wallace	For	For	Against	Against	Votes AGAINST Gregory Johnson and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/19/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CACI International Inc	10/19/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CACI International Inc	10/19/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Capri Holdings Limited	08/02/2023	Management	1	Yes	Elect Director John D. Idol	For	For	For	For	Votes FOR the director nominees are warranted.
Capri Holdings Limited	08/02/2023	Management	2	Yes	Elect Director Robin Freestone	For	For	For	For	Votes FOR the director nominees are warranted.
Capri Holdings Limited	08/02/2023	Management	3	Yes	Elect Director Mahesh Madhavan	For	For	For	For	Votes FOR the director nominees are warranted.
Capri Holdings Limited	08/02/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Capri Holdings Limited	08/02/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Capri Holdings Limited	10/25/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium at announcement, the downside risk in the event of non-approval, and the cash form of consideration, which provides liquidity and certainty of value to CPRI shareholders, support FOR the transaction is warranted.
Capri Holdings Limited	10/25/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	Against	Against	A vote AGAINST this proposal is warranted as outstanding equity awards for NEOs will vest solely as a result of the completion of the merger (single trigger).
Capri Holdings Limited	10/25/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, given that the underlying transaction merits support.
Cardinal Health, Inc.	11/15/2023	Management	1	Yes	Elect Director Steven K. Barg	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	2	Yes	Elect Director Michelle M. Brennan	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	3	Yes	Elect Director Sujatha Chandrasekaran	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	4	Yes	Elect Director Sheri H. Edison	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	5	Yes	Elect Director David C. Evans	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	6	Yes	Elect Director Patricia A. Hemingway Hall	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	7	Yes	Elect Director Jason M. Hollar	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cardinal Health, Inc.	11/15/2023	Management	8	Yes	Elect Director Akhil Johri	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	9	Yes	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	10	Yes	Elect Director Nancy Killefer	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	11	Yes	Elect Director Christine A. Mundkur	For	For	For	For	Votes AGAINST Gregory Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/15/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cardinal Health, Inc.	11/15/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
Cardinal Health, Inc.	11/15/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cardinal Health, Inc.	11/15/2023	Shareholder	15	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Cardinal Health, Inc.	11/15/2023	Shareholder	16	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Casey's General Stores, Inc.	09/06/2023	Management	1	Yes	Elect Director Sri Donthi	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	2	Yes	Elect Director Donald E. Frieson	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	3	Yes	Elect Director Cara K. Heiden	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	4	Yes	Elect Director David K. Lenhardt	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	5	Yes	Elect Director Darren M. Rebelez	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	6	Yes	Elect Director Larree M. Renda	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	7	Yes	Elect Director Judy A. Schmeling	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	8	Yes	Elect Director Michael Spanos	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	9	Yes	Elect Director Gregory A. Trojan	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	10	Yes	Elect Director Allison M. Wing	For	For	For	For	A vote FOR the director nominee is warranted.
Casey's General Stores, Inc.	09/06/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Casey's General Stores, Inc.	09/06/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Casey's General Stores, Inc.	09/06/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Casey's General Stores, Inc.	09/06/2023	Shareholder	14	Yes	Disclose Supplier Code of Conduct and Responsible Sourcing Details	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the company's supply chain policies, standards, and expectations would allow shareholders to better assess the impact of the company's practices and management of risks related to its supply chain.
Casey's General Stores, Inc.	09/06/2023	Shareholder	15	Yes	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Cintas Corporation	10/24/2023	Management	1	Yes	Elect Director Gerald S. Adolph	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cintas Corporation	10/24/2023	Management	2	Yes	Elect Director John F. Barrett	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/24/2023	Management	3	Yes	Elect Director Melanie W. Barstad	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/24/2023	Management	4	Yes	Elect Director Karen L. Carnahan	For	For	For	For	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/24/2023	Management	5	Yes	Elect Director Robert E. Coletti	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/24/2023	Management	6	Yes	Elect Director Scott D. Farmer	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/24/2023	Management	7	Yes	Elect Director Martin Mucci	For	For	For	For	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/24/2023	Management	8	Yes	Elect Director Joseph Scaminace	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/24/2023	Management	9	Yes	Elect Director Todd M. Schneider	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/24/2023	Management	10	Yes	Elect Director Ronald W. Tysoe	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, John Barrett, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cintas Corporation	10/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial metrics. Although long-term incentives utilize the same financial metrics as the annual incentives, the CEO's equity awards were entirely performance-based.
Cintas Corporation	10/24/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cintas Corporation	10/24/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cintas Corporation	10/24/2023	Shareholder	14	Yes	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this proposal is warranted, as reporting quantitative, comparable diversity data would allow shareholders to better assess the effectiveness of the company's diversity, equity and inclusion efforts and management of related risks.
Cintas Corporation	10/24/2023	Shareholder	15	Yes	Adopt Near and Long-Term Science-Based GHG Emissions Reduction Targets Aligned with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from clearer details about how the company intends to meet its net zero goal.
Cirrus Logic, Inc.	07/28/2023	Management	1	Yes	Elect Director Alexander M. Davern	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	2	Yes	Elect Director Timothy R. Dehne	For	For	Withhold	Withhold	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	3	Yes	Elect Director John M. Forsyth	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	4	Yes	Elect Director Deirdre R. Hanford	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	5	Yes	Elect Director Raghiv Hussain	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	6	Yes	Elect Director Duy-Loan T. Le	For	For	Withhold	Withhold	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	7	Yes	Elect Director Catherine P. Lego	For	For	Withhold	Withhold	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Cirrus Logic, Inc.	07/28/2023	Management	8	Yes	Elect Director David J. Tupman	For	For	For	For	WITHHOLD votes for Timothy Dehne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Duy-Loan Le are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee chair Catherine Lego are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/28/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cirrus Logic, Inc.	07/28/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cirrus Logic, Inc.	07/28/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cisco Systems, Inc.	12/06/2023	Management	1	Yes	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	2	Yes	Elect Director Michael D. Capellas	For	For	Against	Against	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	3	Yes	Elect Director Mark Garrett	For	For	For	For	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	4	Yes	Elect Director John D. Harris, II	For	For	For	For	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	5	Yes	Elect Director Kristina M. Johnson	For	For	Against	Against	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	6	Yes	Elect Director Sarah Rae Murphy	For	For	For	For	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	7	Yes	Elect Director Charles H. Robbins	For	For	For	For	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	8	Yes	Elect Director Daniel H. Schulman	For	For	For	For	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	9	Yes	Elect Director Marianna Tessel	For	For	For	For	Votes AGAINST Michael (Mike) Capellas and Kristina Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/06/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.53 percent is acceptable.
Cisco Systems, Inc.	12/06/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Cisco Systems, Inc.	12/06/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cisco Systems, Inc.	12/06/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cisco Systems, Inc.	12/06/2023	Shareholder	14	Yes	Report on Tax Transparency Set Forth in the Global Reporting Initiative's Tax Standard	Against	Against	For	For	A vote FOR this proposal is warranted as it would enable shareholders to better assess the company's tax practices in non-US markets and its management of risks related to taxation reforms.
Coherent Corp.	11/09/2023	Management	1	Yes	Elect Director Joseph J. Corasanti	For	For	Against	Against	Votes AGAINST Joseph Corasanti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coherent Corp.	11/09/2023	Management	2	Yes	Elect Director Patricia Hatter	For	For	For	For	Votes AGAINST Joseph Corasanti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coherent Corp.	11/09/2023	Management	3	Yes	Elect Director Stephen A. Skaggs	For	For	For	For	Votes AGAINST Joseph Corasanti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coherent Corp.	11/09/2023	Management	4	Yes	Elect Director Sandeep Vij	For	For	For	For	Votes AGAINST Joseph Corasanti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Coherent Corp.	11/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There are certain structural issues that warrant continued monitoring, including annual equity awards that predominantly lack performance criteria, and one-time merger-related RSUs that vest over a relatively short two-year period. However, there are significant mitigators for the year in review, including that realized pay outcomes were well below-target for the year in review and that, for FY24, LTI awards will be primarily performance-conditioned with payouts tied to additional objective performance metrics.
Coherent Corp.	11/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Coherent Corp.	11/09/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.51 percent is acceptable.
Coherent Corp.	11/09/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Coherent Corp.	11/09/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Constellation Brands, Inc.	07/18/2023	Management	1	Yes	Elect Director Christy Clark	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	2	Yes	Elect Director Jennifer M. Daniels	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	3	Yes	Elect Director Nicholas I. Fink	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	4	Yes	Elect Director Ernesto M. Hernandez	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	5	Yes	Elect Director Susan Somersille Johnson	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	6	Yes	Elect Director Jose Manuel Madero Garza	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	7	Yes	Elect Director Daniel J. McCarthy	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	8	Yes	Elect Director William A. Newlands	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	9	Yes	Elect Director Richard Sands	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	10	Yes	Elect Director Robert Sands	For	For	For	For	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	11	Yes	Elect Director Judy A. Schmeling	For	For	Against	Against	A vote FOR Robert Sands is warranted.
Constellation Brands, Inc.	07/18/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Constellation Brands, Inc.	07/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives remain based entirely on pre-set financial performance targets. A majority of long-term incentives continue to be time-based, but beginning with FY23, half of LTI will be performance-based.
Constellation Brands, Inc.	07/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Constellation Brands, Inc.	07/18/2023	Shareholder	15	Yes	Disclose GHG Emissions Reductions Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Constellation Brands, Inc.	07/18/2023	Shareholder	16	Yes	Report on Support for a Circular Economy for Packaging	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to support a circular economy for packaging would allow shareholders to better assess the company's management of related risks.
Copart, Inc.	12/08/2023	Management	1	Yes	Elect Director Willis J. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	2	Yes	Elect Director A. Jayson Adair	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

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Copart, Inc.	12/08/2023	Management	3	Yes	Elect Director Matt Blunt	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	4	Yes	Elect Director Steven D. Cohan	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	5	Yes	Elect Director Daniel J. Englander	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	6	Yes	Elect Director James E. Meeks	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	7	Yes	Elect Director Thomas N. Tryforos	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	8	Yes	Elect Director Diane M. Morefield	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	9	Yes	Elect Director Stephen Fisher	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	10	Yes	Elect Director Cherylyn Harley LeBon	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	11	Yes	Elect Director Carl D. Sparks	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan, James Meeks and Thomas Tryforos are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt, Steven Cohan and Thomas Tryforos are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/08/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.

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Copart, Inc.	12/08/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Copart, Inc.	12/08/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deckers Outdoor Corporation	09/11/2023	Management	1	Yes	Elect Director Michael F. Devine, III	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	2	Yes	Elect Director David A. Burwick	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	3	Yes	Elect Director Nelson C. Chan	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	4	Yes	Elect Director Cynthia (Cindy) L. Davis	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	5	Yes	Elect Director Juan R. Figueroa	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	6	Yes	Elect Director Maha S. Ibrahim	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	7	Yes	Elect Director Victor Luis	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	8	Yes	Elect Director Dave Powers	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	9	Yes	Elect Director Lauri M. Shanahan	For	For	Withhold	Withhold	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	10	Yes	Elect Director Bonita C. Stewart	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/11/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deckers Outdoor Corporation	09/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Deckers Outdoor Corporation	09/11/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Donaldson Company, Inc.	11/17/2023	Management	1	Yes	Elect Director Tod E. Carpenter	For	For	For	For	WITHHOLD votes for Ajita Rajendra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/17/2023	Management	2	Yes	Elect Director Pilar Cruz	For	For	For	For	WITHHOLD votes for Ajita Rajendra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/17/2023	Management	3	Yes	Elect Director Ajita G. Rajendra	For	For	Withhold	Withhold	WITHHOLD votes for Ajita Rajendra are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Donaldson Company, Inc.	11/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Donaldson Company, Inc.	11/17/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Donaldson Company, Inc.	11/17/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DXC Technology Company	07/25/2023	Management	1	Yes	Elect Director David A. Barnes	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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DXC Technology Company	07/25/2023	Management	2	Yes	Elect Director Raul J. Fernandez	For	For	Against	Against	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	3	Yes	Elect Director Anthony Gonzalez	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	4	Yes	Elect Director David L. Herzog	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	5	Yes	Elect Director Pinkie D. Mayfield	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	6	Yes	Elect Director Karl Racine	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	7	Yes	Elect Director Dawn Rogers	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	8	Yes	Elect Director Michael J. Salvino	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	9	Yes	Elect Director Carrie W. Teffner	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	10	Yes	Elect Director Akihiko Washington	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	11	Yes	Elect Director Robert F. Woods	For	For	For	For	Votes AGAINST governance committee chair Raul Fernandez are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
DXC Technology Company	07/25/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DXC Technology Company	07/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's corporate aircraft-related and financial planning perquisites.
DXC Technology Company	07/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dynatrace, Inc.	08/23/2023	Management	1	Yes	Elect Director Rick McConnell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Rick McConnell, Michael (Mike) Capone, and Stephen (Steve) Lifshatz given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

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Dynatrace, Inc.	08/23/2023	Management	2	Yes	Elect Director Michael Capone	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Rick McConnell, Michael (Mike) Capone, and Stephen (Steve) Lifshatz given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Dynatrace, Inc.	08/23/2023	Management	3	Yes	Elect Director Stephen Lifshatz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Rick McConnell, Michael (Mike) Capone, and Stephen (Steve) Lifshatz given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Dynatrace, Inc.	08/23/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Dynatrace, Inc.	08/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Eagle Materials Inc.	08/03/2023	Management	1	Yes	Elect Director Margot L. Carter	For	For	For	For	Votes AGAINST Michael Nicolais and Richard Stewart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	08/03/2023	Management	2	Yes	Elect Director Michael R. Nicolais	For	For	Against	Against	Votes AGAINST Michael Nicolais and Richard Stewart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	08/03/2023	Management	3	Yes	Elect Director Mary P. Ricciardello	For	For	For	For	Votes AGAINST Michael Nicolais and Richard Stewart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	08/03/2023	Management	4	Yes	Elect Director Richard R. Stewart	For	For	Against	Against	Votes AGAINST Michael Nicolais and Richard Stewart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	08/03/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Eagle Materials Inc.	08/03/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Eagle Materials Inc.	08/03/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Eagle Materials Inc.	08/03/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Elastic N.V.	10/05/2023	Management	1	Yes	Elect Director Paul Auvil	For	For	For	For	A vote AGAINST governance committee member Caryn Marooney is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Elastic N.V.	10/05/2023	Management	2	Yes	Elect Director Alison Gleeson	For	For	For	For	A vote AGAINST governance committee member Caryn Marooney is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Elastic N.V.	10/05/2023	Management	3	Yes	Elect Director Caryn Marooney	For	Against	Against	Against	A vote AGAINST governance committee member Caryn Marooney is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Elastic N.V.	10/05/2023	Management	4	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the approval of the financial statements is warranted due to a lack of concerns regarding the accounts presented.
Elastic N.V.	10/05/2023	Management	5	Yes	Appoint PricewaterhouseCoopers Accountants N.V. as External Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Elastic N.V.	10/05/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Elastic N.V.	10/05/2023	Management	7	Yes	Approve Discharge of Executive Directors	For	For	For	For	A vote FOR these proposals is warranted because of the absence of any information about significant and compelling controversies suggesting that the directors are not fulfilling their fiduciary duties.
Elastic N.V.	10/05/2023	Management	8	Yes	Approve Discharge of Non-Executive Directors	For	For	For	For	A vote FOR these proposals is warranted because of the absence of any information about significant and compelling controversies suggesting that the directors are not fulfilling their fiduciary duties.
Elastic N.V.	10/05/2023	Management	9	Yes	Grant Board Authority to Issue Shares Up To 20 Percent of Issued Capital	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.

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Elastic N.V.	10/05/2023	Management	10	Yes	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Elastic N.V.	10/05/2023	Management	11	Yes	Authorize Repurchase of Shares	For	For	For	For	Given that there is no precedent of inappropriate buybacks, a vote FOR this proposal is warranted.
Elastic N.V.	10/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Electronic Arts Inc.	08/10/2023	Management	1	Yes	Elect Director Kofi A. Bruce	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/10/2023	Management	2	Yes	Elect Director Rachel A. Gonzalez	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/10/2023	Management	3	Yes	Elect Director Jeffrey T. Huber	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/10/2023	Management	4	Yes	Elect Director Talbott Roche	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/10/2023	Management	5	Yes	Elect Director Richard A. Simonson	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/10/2023	Management	6	Yes	Elect Director Luis A. Ubinas	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/10/2023	Management	7	Yes	Elect Director Heidi J. Ueberroth	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/10/2023	Management	8	Yes	Elect Director Andrew Wilson	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/10/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Although a portion of the LTI plan measures performance on an annual basis, the LTI awards are primarily performance-conditioned with the remaining portion measured over a multi-year performance period. In addition, annual incentives are largely based on pre-set financial metrics.
Electronic Arts Inc.	08/10/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Electronic Arts Inc.	08/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Electronic Arts Inc.	08/10/2023	Shareholder	12	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
F&G Annuities & Life, Inc.	07/12/2023	Management	1	Yes	Elect Director John D. Rood	For	For	For	For	WITHHOLD votes for non-independent nominee Michael (Mike) Nolan are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
F&G Annuities & Life, Inc.	07/12/2023	Management	2	Yes	Elect Director Michael J. Nolan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Michael (Mike) Nolan are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
F&G Annuities & Life, Inc.	07/12/2023	Management	3	Yes	Elect Director Douglas Martinez	For	For	For	For	WITHHOLD votes for non-independent nominee Michael (Mike) Nolan are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
F&G Annuities & Life, Inc.	07/12/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.
F&G Annuities & Life, Inc.	07/12/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
F&G Annuities & Life, Inc.	07/12/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
FactSet Research Systems Inc.	12/14/2023	Management	1	Yes	Elect Director Robin A. Abrams	For	For	Against	Against	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
FactSet Research Systems Inc.	12/14/2023	Management	2	Yes	Elect Director Malcolm Frank	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
FactSet Research Systems Inc.	12/14/2023	Management	3	Yes	Elect Director Laurie Siegel	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
FactSet Research Systems Inc.	12/14/2023	Management	4	Yes	Elect Director Elisha Wiesel	For	For	For	For	Votes AGAINST Robin Abrams are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
FactSet Research Systems Inc.	12/14/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FactSet Research Systems Inc.	12/14/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
FactSet Research Systems Inc.	12/14/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FedEx Corporation	09/21/2023	Management	1	Yes	Elect Director Marvin R. Ellison	For	For	For	For	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	2	Yes	Elect Director Stephen E. Gorman	For	For	For	For	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	3	Yes	Elect Director Susan Patricia Griffith	For	For	For	For	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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FedEx Corporation	09/21/2023	Management	4	Yes	Elect Director Amy B. Lane	For	For	For	For	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	5	Yes	Elect Director R. Brad Martin	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	6	Yes	Elect Director Nancy A. Norton	For	For	For	For	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	7	Yes	Elect Director Frederick P. Perpall	For	For	For	For	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	8	Yes	Elect Director Joshua Cooper Ramo	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	9	Yes	Elect Director Susan C. Schwab	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	10	Yes	Elect Director Frederick W. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	11	Yes	Elect Director David P. Steiner	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	12	Yes	Elect Director Rajesh Subramaniam	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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FedEx Corporation	09/21/2023	Management	13	Yes	Elect Director Paul S. Walsh	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick (Fred) Smith, Rajesh (Raj) Subramaniam, David Steiner, R. Brad (Brad) Martin, Joshua Ramo, Susan Schwab and Paul Walsh are warranted for lack of a majority independent board. Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/21/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While some ongoing concerns are noted, annual incentives were entirely determined by a pre-set financial metric and pay outcomes were aligned with operational and financial performance for the year. In addition, performance-based cash awards are measured over multi-year periods, forward-looking performance targets are disclosed, and the portion tied to TSR will not be earned in the event absolute returns are negative for the performance period.
FedEx Corporation	09/21/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FedEx Corporation	09/21/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FedEx Corporation	09/21/2023	Shareholder	17	Yes	Amend Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted as the company's current clawback policy does not provide for the disclosure of deliberations regarding whether or not to cancel or seek recoupment of compensation paid or granted. Such disclosure would benefit shareholders.
FedEx Corporation	09/21/2023	Shareholder	18	Yes	Report on Just Transition	Against	For	For	For	A vote FOR this proposal is warranted, as greater disclosure around the company's "just transition" strategy would help shareholders better evaluate any related risks.
FedEx Corporation	09/21/2023	Shareholder	19	Yes	Adopt a Paid Sick Leave Policy	Against	Against	For	For	A vote FOR this resolution is warranted as it would provide shareholders with greater assurance that the company's workforce has reasonable access to sick leave, which would provide consistent expectations as concerns regarding societal health are on the rise. Additionally, the implementation of this proposal would allow shareholders to better assess whether the company is adhering to its stated commitment to colleague health and its management of related risks.
FedEx Corporation	09/21/2023	Shareholder	20	Yes	Report on Climate Risk in Retirement Plan Options	Against	Against	For	For	A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Ferguson Plc	11/28/2023	Management	1	Yes	Elect Director Kelly Baker	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	2	Yes	Elect Director Bill Brundage	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	3	Yes	Elect Director Geoff Drabble	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	4	Yes	Elect Director Catherine Halligan	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	5	Yes	Elect Director Brian May	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	6	Yes	Elect Director James S. Metcalf	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	7	Yes	Elect Director Kevin Murphy	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	8	Yes	Elect Director Alan Murray	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	9	Yes	Elect Director Thomas Schmitt	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	10	Yes	Elect Director Nadia Shouraboura	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	11	Yes	Elect Director Suzanne Wood	For	For	For	For	A vote FOR the director nominees is warranted.
Ferguson Plc	11/28/2023	Management	12	Yes	Reappoint Deloitte LLP as Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ferguson Plc	11/28/2023	Management	13	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this item is warranted as no significant concerns have been identified.
Ferguson Plc	11/28/2023	Management	14	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Ferguson Plc	11/28/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
Ferguson Plc	11/28/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ferguson Plc	11/28/2023	Management	17	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.

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Ferguson Plc	11/28/2023	Management	18	Yes	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST Item 8 is warranted as the proposed authority for share issuance is considered excessive. A vote FOR Items 9 and 10 is warranted as the proposed amount falls within recommended limits.
Ferguson Plc	11/28/2023	Management	19	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote AGAINST Item 8 is warranted as the proposed authority for share issuance is considered excessive. A vote FOR Items 9 and 10 is warranted as the proposed amount falls within recommended limits.
Ferguson Plc	11/28/2023	Management	20	Yes	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition, Financing, or Specified Capital Investment	For	For	For	For	A vote AGAINST Item 8 is warranted as the proposed authority for share issuance is considered excessive. A vote FOR Items 9 and 10 is warranted as the proposed amount falls within recommended limits.
Ferguson Plc	11/28/2023	Management	21	Yes	Authorise Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR this resolution is warranted because the company is proposing to repurchase shares on the open market and all shareholders will have a chance to tender their shares.
Ferguson Plc	11/28/2023	Management	22	Yes	Adopt New Articles of Association	For	For	For	For	A vote FOR this resolution is warranted. The changes reflect the company's new reporting status as a U.S. domestic issuer instead of a foreign private issuer.
Fox Corporation	11/17/2023	Management	1	Yes	Elect Director Lachlan K. Murdoch	For	Against	Against	Against	Votes AGAINST Nominating and Corporate Governance Committee chair Paul Ryan and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Fox Corporation	11/17/2023	Management	2	Yes	Elect Director Tony Abbott	For	For	For	For	Votes AGAINST Nominating and Corporate Governance Committee chair Paul Ryan and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Fox Corporation	11/17/2023	Management	3	Yes	Elect Director William A. Burck	For	For	For	For	Votes AGAINST Nominating and Corporate Governance Committee chair Paul Ryan and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Fox Corporation	11/17/2023	Management	4	Yes	Elect Director Chase Carey	For	For	For	For	Votes AGAINST Nominating and Corporate Governance Committee chair Paul Ryan and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Fox Corporation	11/17/2023	Management	5	Yes	Elect Director Roland A. Hernandez	For	For	For	For	Votes AGAINST Nominating and Corporate Governance Committee chair Paul Ryan and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Fox Corporation	11/17/2023	Management	6	Yes	Elect Director Margaret "Peggy" L. Johnson	For	For	For	For	Votes AGAINST Nominating and Corporate Governance Committee chair Paul Ryan and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Fox Corporation	11/17/2023	Management	7	Yes	Elect Director Paul D. Ryan	For	Against	Against	Against	Votes AGAINST Nominating and Corporate Governance Committee chair Paul Ryan and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Fox Corporation	11/17/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Fox Corporation	11/17/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal use of corporate aircraft and security-related perquisites to the CEO. In addition, the total amount of perquisite compensation for the CEO is deemed excessive.
Gen Digital Inc.	09/12/2023	Management	1	Yes	Elect Director Susan P. Barsamian	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	2	Yes	Elect Director Pavel Baudis	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	3	Yes	Elect Director Eric K. Brandt	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Gen Digital Inc.	09/12/2023	Management	4	Yes	Elect Director Frank E. Dangeard	For	For	Against	Against	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	5	Yes	Elect Director Nora M. Denzel	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	6	Yes	Elect Director Peter A. Feld	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	7	Yes	Elect Director Emily Heath	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	8	Yes	Elect Director Vincent Pilette	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	9	Yes	Elect Director Sherrese M. Smith	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	10	Yes	Elect Director Ondrej Vlcek	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gen Digital Inc.	09/12/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gen Digital Inc.	09/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year under consideration. The majority of equity awards are performance-conditioned and use multi-year performance periods, and, though disclosure could be improved, annual incentives were based on financial metrics.
Gen Digital Inc.	09/12/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gen Digital Inc.	09/12/2023	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
General Mills, Inc.	09/26/2023	Management	1	Yes	Elect Director R. Kerry Clark	For	For	Against	Against	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	2	Yes	Elect Director C. Kim Goodwin	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	3	Yes	Elect Director Jeffrey L. Harmening	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	4	Yes	Elect Director Maria G. Henry	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	5	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	6	Yes	Elect Director Elizabeth C. Lempres	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.

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General Mills, Inc.	09/26/2023	Management	7	Yes	Elect Director Diane L. Neal	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	8	Yes	Elect Director Steve Odland	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	9	Yes	Elect Director Maria A. Sastre	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	10	Yes	Elect Director Eric D. Sprunk	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	11	Yes	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Eric Sprunk is warranted given the partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/26/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based and long-term incentives utilize a multi-year performance period.
General Mills, Inc.	09/26/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
General Mills, Inc.	09/26/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
General Mills, Inc.	09/26/2023	Management	15	Yes	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the ability to call special meetings would improve shareholder rights, this proposal is merely a request for the board to take action at a future meeting to provide a special meeting right with a 25 percent ownership threshold with otherwise undefined terms. The 25 percent ownership threshold is considered relatively high for a company of this size. Moreover, the proposed 10 percent threshold in Item 6 is considered more appropriate and it is recommended that shareholders vote in favor of Item 6.
General Mills, Inc.	09/26/2023	Shareholder	16	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as the ability to call special meetings would improve shareholder rights. The proposed 10 percent ownership threshold is more appropriate for a company of this size relative to the 25 percent proposed by management in Item 5, which also lacks specificity in its terms.
Guidewire Software, Inc.	12/19/2023	Management	1	Yes	Elect Director Marcus S. Ryu	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	2	Yes	Elect Director Paul Lavin	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	3	Yes	Elect Director Mike Rosenbaum	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	4	Yes	Elect Director David S. Bauer	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	5	Yes	Elect Director Margaret Dillon	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	6	Yes	Elect Director Michael C. Keller	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	7	Yes	Elect Director Catherine P. Lego	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	8	Yes	Elect Director Rajani Ramanathan	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/19/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Guidewire Software, Inc.	12/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Guidewire Software, Inc.	12/19/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
HF Sinclair Corporation	11/28/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Given the positive market reaction since the unaffected date, the reasonable valuation, and the downside risk in the event of non-approval, support FOR the transaction is warranted.
HF Sinclair Corporation	11/28/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.

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Horizon Therapeutics Public Limited	07/27/2023	Management	1	Yes	Elect Director Gino Santini	For	For	Against	Against	Votes AGAINST Gino Santini are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee member Gino Santini are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR James Shannon and Timothy (Tim) Walbert is warranted.
Horizon Therapeutics Public Limited	07/27/2023	Management	2	Yes	Elect Director James Shannon	For	For	For	For	Votes AGAINST Gino Santini are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee member Gino Santini are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR James Shannon and Timothy (Tim) Walbert is warranted.
Horizon Therapeutics Public Limited	07/27/2023	Management	3	Yes	Elect Director Timothy P. Walbert	For	For	For	For	Votes AGAINST Gino Santini are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee member Gino Santini are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR James Shannon and Timothy (Tim) Walbert is warranted.
Horizon Therapeutics Public Limited	07/27/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Horizon Therapeutics Public Limited	07/27/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company entered into a new agreement with an NEO that contains an excise tax gross-up provision. Moreover, the company paid tax gross-up for the CEO's financial/tax advisory services.
Houlihan Lokey, Inc.	09/20/2023	Management	1	Yes	Elect Director Irwin N. Gold	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Cyrus Walker given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Governance Committee Chair Cyrus Walker due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are warranted for Irwin Gold because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Gillian B. Zucker is warranted.
Houlihan Lokey, Inc.	09/20/2023	Management	2	Yes	Elect Director Cyrus D. Walker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Cyrus Walker given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Governance Committee Chair Cyrus Walker due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are warranted for Irwin Gold because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Gillian B. Zucker is warranted.
Houlihan Lokey, Inc.	09/20/2023	Management	3	Yes	Elect Director Gillian B. Zucker	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Cyrus Walker given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Governance Committee Chair Cyrus Walker due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes are warranted for Irwin Gold because his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR Gillian B. Zucker is warranted.
Houlihan Lokey, Inc.	09/20/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Houlihan Lokey, Inc.	09/20/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Houlihan Lokey, Inc.	09/20/2023	Management	6	Yes	Amend Certificate of Incorporation to Provide for the Exculpation of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and the board which will decide on the company's response to any shareholder litigation lacks accountability.

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Jack Henry & Associates, Inc.	11/14/2023	Management	1	Yes	Elect Director David B. Foss	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	2	Yes	Elect Director Matthew C. Flanigan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	3	Yes	Elect Director Thomas H. Wilson, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	4	Yes	Elect Director Jacque R. Fiegel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	5	Yes	Elect Director Thomas A. Wimsett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	6	Yes	Elect Director Laura G. Kelly	For	For	For	For	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	7	Yes	Elect Director Shruti S. Miyashiro	For	For	For	For	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	8	Yes	Elect Director Wesley A. Brown	For	For	For	For	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	9	Yes	Elect Director Curtis A. Campbell	For	For	For	For	WITHHOLD votes for non-independent nominees David Foss, Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are warranted for lack of a majority independent board. WITHHOLD votes for Matthew Flanigan, Jacqueline (Jacque) Fiegel, Thomas (Tom) Wilson Jr. and Thomas Wimsett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/14/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

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Jack Henry & Associates, Inc.	11/14/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Jack Henry & Associates, Inc.	11/14/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jazz Pharmaceuticals plc	08/03/2023	Management	1	Yes	Elect Director Bruce C. Cozadd	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Cozadd and Rick Winningham are warranted for lack of a majority independent board. Votes AGAINST Rick Winningham are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jazz Pharmaceuticals plc	08/03/2023	Management	2	Yes	Elect Director Heather Ann McSharry	For	For	For	For	Votes AGAINST non-independent nominees Bruce Cozadd and Rick Winningham are warranted for lack of a majority independent board. Votes AGAINST Rick Winningham are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jazz Pharmaceuticals plc	08/03/2023	Management	3	Yes	Elect Director Anne O'Riordan	For	For	For	For	Votes AGAINST non-independent nominees Bruce Cozadd and Rick Winningham are warranted for lack of a majority independent board. Votes AGAINST Rick Winningham are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jazz Pharmaceuticals plc	08/03/2023	Management	4	Yes	Elect Director Rick E. Winningham	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Cozadd and Rick Winningham are warranted for lack of a majority independent board. Votes AGAINST Rick Winningham are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jazz Pharmaceuticals plc	08/03/2023	Management	5	Yes	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jazz Pharmaceuticals plc	08/03/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Jazz Pharmaceuticals plc	08/03/2023	Management	7	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST this proposal is warranted because the proposed amount is not within recommended limits.
Jazz Pharmaceuticals plc	08/03/2023	Management	8	Yes	Adjourn Meeting	For	For	Against	Against	Given that support for Item 4 is not warranted, a vote AGAINST this narrowly constructed adjournment proposal is warranted.
KLA Corporation	11/01/2023	Management	1	Yes	Elect Director Robert Calderoni	For	For	Against	Against	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	2	Yes	Elect Director Jeneanne Hanley	For	For	For	For	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	3	Yes	Elect Director Emiko Higashi	For	For	Against	Against	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	4	Yes	Elect Director Kevin Kennedy	For	For	Against	Against	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	5	Yes	Elect Director Michael McMullen	For	For	For	For	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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KLA Corporation	11/01/2023	Management	6	Yes	Elect Director Gary Moore	For	For	For	For	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	7	Yes	Elect Director Marie Myers	For	For	For	For	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	8	Yes	Elect Director Victor Peng	For	For	For	For	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	9	Yes	Elect Director Robert Rango	For	For	For	For	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	10	Yes	Elect Director Richard Wallace	For	For	For	For	Votes AGAINST Robert Calderoni, Emiko Higashi and Kevin Kennedy are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Governance Committee chair Robert Calderoni are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/01/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KLA Corporation	11/01/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. In addition, annual incentives were based on a pre-set financial metric, and a majority of long-term incentives were performance conditioned and measured over multi-year periods.
KLA Corporation	11/01/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
KLA Corporation	11/01/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kyndryl Holdings, Inc.	07/27/2023	Management	1	Yes	Elect Director John D. Harris, II	For	For	For	For	A vote FOR the director nominees is warranted.
Kyndryl Holdings, Inc.	07/27/2023	Management	2	Yes	Elect Director Jana Schreuder	For	For	For	For	A vote FOR the director nominees is warranted.
Kyndryl Holdings, Inc.	07/27/2023	Management	3	Yes	Elect Director Howard I. Ungerleider	For	For	For	For	A vote FOR the director nominees is warranted.
Kyndryl Holdings, Inc.	07/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kyndryl Holdings, Inc.	07/27/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.71 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kyndryl Holdings, Inc.	07/27/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Lam Research Corporation	11/07/2023	Management	1	Yes	Elect Director Sohail U. Ahmed	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	2	Yes	Elect Director Timothy M. Archer	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	3	Yes	Elect Director Eric K. Brandt	For	For	Against	Against	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lam Research Corporation	11/07/2023	Management	4	Yes	Elect Director Michael R. Cannon	For	For	Against	Against	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	5	Yes	Elect Director John M. Dineen	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	6	Yes	Elect Director Ho Kyu Kang	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	7	Yes	Elect Director Bethany J. Mayer	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	8	Yes	Elect Director Jyoti K. Mehra	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	9	Yes	Elect Director Abhijit Y. Talwalkar	For	For	Against	Against	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	10	Yes	Elect Director Lih Shyng (Rick L.) Tsai	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	11	Yes	Elect Director Leslie F. Varon	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt, and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/07/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Long-term incentive awards are majority performance based and utilize a multi-year performance period. Some concerns are identified; however, as half of the annual incentive is earned based on individual performance, and performance assessment appears largely qualitative.
Lam Research Corporation	11/07/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lam Research Corporation	11/07/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lamb Weston Holdings, Inc.	09/28/2023	Management	1	Yes	Elect Director Peter J. Bensen	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	2	Yes	Elect Director Charles A. Blixt	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	3	Yes	Elect Director Robert J. Coviello	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	4	Yes	Elect Director Rita Fisher	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	5	Yes	Elect Director Andre J. Hawaux	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	6	Yes	Elect Director W.G. Jurgensen	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	7	Yes	Elect Director Thomas P. Maurer	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	8	Yes	Elect Director Hala G. Moddelmog	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	9	Yes	Elect Director Robert A. Niblock	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	10	Yes	Elect Director Maria Renna Sharpe	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	11	Yes	Elect Director Thomas P. Werner	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/28/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentive plan was entirely based on pre-set financial metrics. In addition, a majority of the LTI plan was performance-based and measured over a three-year performance period. The one-time retention award for NEOs is half performance-conditioned, measured over a multi-year period, and appears to use rigorous share appreciation goals.
Lamb Weston Holdings, Inc.	09/28/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lamb Weston Holdings, Inc.	09/28/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Media Corporation	07/17/2023	Management	1	Yes	Approve Spin-Off Agreement	For	For	For	For	A vote FOR this proposal is warranted. By splitting off the Braves group from the Liberty Media umbrella, it will no longer be exposed to the negative aspects of the current tracking stock structure. In particular, the split-off is expected to result in greater transparency, a less complex capital structure, a reduced valuation discount than that currently applied to the Braves group, and an independent equity currency to be used for corporate purposes. Note that only holders of BATRA and BATRB are entitled to vote on this proposal. Votes on this proposal by holders of any other class of shares will not be tabulated.
Liberty Media Corporation	07/17/2023	Management	2	Yes	Amend Certificate of Incorporation Re: Tracking Stock	For	For	For	For	A vote FOR this group of proposals is warranted. Following the proposed split-off in Item 1 and the reclassification in Items 2-4, some of the negative effects associated with the current tracking stock structure are expected to be reduced as the Liberty Braves group would no longer be under the Liberty Media umbrella. In addition, certain assets currently held by the Liberty SiriusXM and Formula One groups will be attributed to a new entity, Liberty Live, and the holders of tracking stock in Liberty SiriusXM and Formula One will receive shares in that new entity. Afterwards, holders of the various tracking stock groups should benefit from the more focused businesses of the groups, which the board believes may result in reduced valuation discrepancies in the tracking stocks.
Liberty Media Corporation	07/17/2023	Management	3	Yes	Amend Certificate of Incorporation Re: Liberty SiriusXM Group Recapitalization	For	For	For	For	A vote FOR this group of proposals is warranted. Following the proposed split-off in Item 1 and the reclassification in Items 2-4, some of the negative effects associated with the current tracking stock structure are expected to be reduced as the Liberty Braves group would no longer be under the Liberty Media umbrella. In addition, certain assets currently held by the Liberty SiriusXM and Formula One groups will be attributed to a new entity, Liberty Live, and the holders of tracking stock in Liberty SiriusXM and Formula One will receive shares in that new entity. Afterwards, holders of the various tracking stock groups should benefit from the more focused businesses of the groups, which the board believes may result in reduced valuation discrepancies in the tracking stocks.
Liberty Media Corporation	07/17/2023	Management	4	Yes	Amend Certificate of Incorporation Re: Formula One Group Recapitalization	For	For	For	For	A vote FOR this group of proposals is warranted. Following the proposed split-off in Item 1 and the reclassification in Items 2-4, some of the negative effects associated with the current tracking stock structure are expected to be reduced as the Liberty Braves group would no longer be under the Liberty Media umbrella. In addition, certain assets currently held by the Liberty SiriusXM and Formula One groups will be attributed to a new entity, Liberty Live, and the holders of tracking stock in Liberty SiriusXM and Formula One will receive shares in that new entity. Afterwards, holders of the various tracking stock groups should benefit from the more focused businesses of the groups, which the board believes may result in reduced valuation discrepancies in the tracking stocks.
Liberty Media Corporation	07/17/2023	Management	5	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying split-off and reclassification merit shareholder support.
Life Storage, Inc.	07/18/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process was thorough with competitive tension between two competing bidders, shareholders are receiving a premium, the strategic rationale appears sound, the merger is expected to generate meaningful cost synergies and be accretive to earnings, the equity form of consideration allows shareholders to participate in the potential upside of the combined company, and there is a potential downside risk of non-approval. As such, support FOR the proposed transaction is warranted.
Life Storage, Inc.	07/18/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, the board intends to adopt an excise tax gross-up plan prior to closing. Additionally, equity awards will automatically accelerate upon closing.
Life Storage, Inc.	07/18/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Linde Plc	07/24/2023	Management	1	Yes	Elect Director Stephen F. Angel	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	2	Yes	Elect Director Sanjiv Lamba	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	3	Yes	Elect Director Ann-Kristin Achleitner	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	4	Yes	Elect Director Thomas Enders	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	5	Yes	Elect Director Hugh Grant	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	6	Yes	Elect Director Joe Kaeser	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	7	Yes	Elect Director Victoria E. Ossadnik	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	8	Yes	Elect Director Martin H. Richenhagen	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	9	Yes	Elect Director Alberto Weisser	For	For	For	For	A vote FOR the director nominee is warranted.
Linde Plc	07/24/2023	Management	10	Yes	Elect Director Robert L. Wood	For	For	For	For	A vote FOR the director nominee is warranted.

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Linde Plc	07/24/2023	Management	11	Yes	Ratify PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Linde Plc	07/24/2023	Management	12	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit fees are less than 25 percent of total fees paid.
Linde Plc	07/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily based on pre-set objective goals. Some concern is raised regarding goal rigor for performance-based equity; however, half of the targeted long-term incentives are performance-based, utilize multi-year performance periods, and disclose forward goals.
Linde Plc	07/24/2023	Management	14	Yes	Reduce Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the elimination of the supermajority vote requirement, where legally permissible, would enhance shareholder rights.
Madison Square Garden Sports Co	12/11/2023	Management	1	Yes	Elect Director Joseph M. Cohen	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciquerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Co	12/11/2023	Management	2	Yes	Elect Director Richard D. Parsons	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciquerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Co	12/11/2023	Management	3	Yes	Elect Director Nelson Peltz	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciquerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Co	12/11/2023	Management	4	Yes	Elect Director Ivan Seidenberg	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciquerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Co	12/11/2023	Management	5	Yes	Elect Director Anthony J. Vinciquerra	For	Withhold	Withhold	Withhold	In the absence of a formal governance committee, WITHHOLD votes are warranted for incumbent director nominees Joseph Cohen, Richard Parsons, Nelson Peltz, Ivan Seidenberg, and Anthony (Tony) Vinciquerra for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision.
Madison Square Garden Sports Co	12/11/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Madison Square Garden Sports Co	12/11/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
McKesson Corporation	07/21/2023	Management	1	Yes	Elect Director Richard H. Carmona	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	2	Yes	Elect Director Dominic J. Caruso	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	3	Yes	Elect Director W. Roy Dunbar	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	4	Yes	Elect Director James H. Hinton	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	5	Yes	Elect Director Donald R. Knauss	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	6	Yes	Elect Director Bradley E. Lerman	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	7	Yes	Elect Director Linda P. Mantia	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	8	Yes	Elect Director Maria Martinez	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	9	Yes	Elect Director Susan R. Salka	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	10	Yes	Elect Director Brian S. Tyler	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	11	Yes	Elect Director Kathleen Wilson-Thompson	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/21/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
McKesson Corporation	07/21/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided excessive personal aircraft use and financial planning-related perquisites to the CEO; and * The company incurred significant tax gross-ups related to the CEO's relocation payments.
McKesson Corporation	07/21/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
McKesson Corporation	07/21/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Medtronic plc	10/19/2023	Management	1	Yes	Elect Director Craig Arnold	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	2	Yes	Elect Director Scott C. Donnelly	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	3	Yes	Elect Director Lidia L. Fonseca	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	4	Yes	Elect Director Andrea J. Goldsmith	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	5	Yes	Elect Director Randall J. Hogan, III	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	6	Yes	Elect Director Gregory P. Lewis	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	7	Yes	Elect Director Kevin E. Lofton	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	8	Yes	Elect Director Geoffrey S. Martha	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	9	Yes	Elect Director Elizabeth G. Nabel	For	For	For	For	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	10	Yes	Elect Director Denise M. O'Leary	For	For	Against	Against	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	11	Yes	Elect Director Kendall J. Powell	For	For	Against	Against	Votes AGAINST Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic plc	10/19/2023	Management	12	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medtronic plc	10/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Medtronic plc	10/19/2023	Management	14	Yes	Approve Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Medtronic plc	10/19/2023	Management	15	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Medtronic plc	10/19/2023	Management	16	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	For	For	For	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Medtronic plc	10/19/2023	Management	17	Yes	Authorize Overseas Market Purchases of Ordinary Shares	For	For	For	For	A vote FOR this proposal is warranted, as the amount and duration are within recommended limits.
Mercury Systems, Inc.	10/25/2023	Management	1	Yes	Elect Director Gerard J. DeMuro	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	10/25/2023	Management	2	Yes	Elect Director Roger A. Krone	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	10/25/2023	Management	3	Yes	Elect Director Scott Ostfeld	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	10/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Mercury Systems, Inc.	10/25/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mercury Systems, Inc.	10/25/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Mercury Systems, Inc.	10/25/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mercury Systems, Inc.	10/25/2023	Management	8	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.

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Microchip Technology Incorporated	08/22/2023	Management	1	Yes	Elect Director Matthew W. Chapman	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Wade Meyercord and Matthew Chapman are warranted for lack of a majority independent board. Votes AGAINST Wade Meyercord and Matthew Chapman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/22/2023	Management	2	Yes	Elect Director Karlton D. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Wade Meyercord and Matthew Chapman are warranted for lack of a majority independent board. Votes AGAINST Wade Meyercord and Matthew Chapman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/22/2023	Management	3	Yes	Elect Director Wade F. Meyercord	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Wade Meyercord and Matthew Chapman are warranted for lack of a majority independent board. Votes AGAINST Wade Meyercord and Matthew Chapman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/22/2023	Management	4	Yes	Elect Director Ganesh Moorthy	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Wade Meyercord and Matthew Chapman are warranted for lack of a majority independent board. Votes AGAINST Wade Meyercord and Matthew Chapman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/22/2023	Management	5	Yes	Elect Director Robert A. Rango	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Wade Meyercord and Matthew Chapman are warranted for lack of a majority independent board. Votes AGAINST Wade Meyercord and Matthew Chapman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/22/2023	Management	6	Yes	Elect Director Karen M. Rapp	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Wade Meyercord and Matthew Chapman are warranted for lack of a majority independent board. Votes AGAINST Wade Meyercord and Matthew Chapman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/22/2023	Management	7	Yes	Elect Director Steve Sanghi	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Wade Meyercord and Matthew Chapman are warranted for lack of a majority independent board. Votes AGAINST Wade Meyercord and Matthew Chapman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/22/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Microchip Technology Incorporated	08/22/2023	Management	9	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and has limits on employee contributions.
Microchip Technology Incorporated	08/22/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Microchip Technology Incorporated	08/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provisions.
Microchip Technology Incorporated	08/22/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Microchip Technology Incorporated	08/22/2023	Shareholder	13	Yes	Report on Due Diligence Efforts to Trace End-User Misuse of Company Products	Against	Against	For	For	A vote FOR this proposal is warranted because increased disclosure would allow shareholders to better assess the company's management of associated risks. Adoption of this proposal would also serve to further supplement the company's human rights policies and would help aid mitigate the company's exposure or potential linkage to violations of international law.
Microsoft Corporation	12/07/2023	Management	1	Yes	Elect Director Reid G. Hoffman	For	For	For	For	A vote FOR the director nominee is warranted.
Microsoft Corporation	12/07/2023	Management	2	Yes	Elect Director Hugh F. Johnston	For	For	For	For	A vote FOR the director nominee is warranted.
Microsoft Corporation	12/07/2023	Management	3	Yes	Elect Director Teri L. List	For	For	For	For	A vote FOR the director nominee is warranted.
Microsoft Corporation	12/07/2023	Management	4	Yes	Elect Director Catherine MacGregor	For	For	For	For	A vote FOR the director nominee is warranted.
Microsoft Corporation	12/07/2023	Management	5	Yes	Elect Director Mark A. L. Mason	For	For	For	For	A vote FOR the director nominee is warranted.

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Microsoft Corporation	12/07/2023	Management	6	Yes	Elect Director Satya Nadella	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/07/2023	Management	7	Yes	Elect Director Sandra E. Peterson	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/07/2023	Management	8	Yes	Elect Director Penny S. Pritzker	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/07/2023	Management	9	Yes	Elect Director Carlos A. Rodriguez	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/07/2023	Management	10	Yes	Elect Director Charles W. Scharf	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/07/2023	Management	11	Yes	Elect Director John W. Stanton	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/07/2023	Management	12	Yes	Elect Director Emma N. Walmsley	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/07/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Microsoft Corporation	12/07/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Microsoft Corporation	12/07/2023	Management	15	Yes	Ratify Deloitte and & Touche as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Microsoft Corporation	12/07/2023	Shareholder	16	Yes	Report on Gender-Based Compensation and Benefits Inequities	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to provide sufficient information for investors to be able to determine how the company is managing pay equity and health and wellness benefits related risks.
Microsoft Corporation	12/07/2023	Shareholder	17	Yes	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to be taking appropriate steps to protect itself against risks related to discrimination based on political ideology or viewpoint.
Microsoft Corporation	12/07/2023	Shareholder	18	Yes	Report on Government Take Down Requests	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides sufficient information regarding its policies and processes for removing content.
Microsoft Corporation	12/07/2023	Shareholder	19	Yes	Report on Risks of Weapons Development	Against	Against	For	For	A vote FOR this resolution is warranted as shareholders would benefit from additional information on its product principles, due diligence, and oversight related to the government's use of its technology, by allowing them to better understand the company's management and oversight of risks related to its production and development of weapons for the military.
Microsoft Corporation	12/07/2023	Shareholder	20	Yes	Report on Climate Risk in Retirement Plan Options	Against	Against	For	For	A vote FOR this resolution is warranted. While Microsoft may not be responsible for its employees' investment decisions, the information requested in the report would not only complement and enhance Microsoft's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Microsoft Corporation	12/07/2023	Shareholder	21	Yes	Publish a Tax Transparency Report	Against	Against	For	For	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally.
Microsoft Corporation	12/07/2023	Shareholder	22	Yes	Report on Risks of Operating in Countries with Significant Human Rights Concerns	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.
Microsoft Corporation	12/07/2023	Shareholder	23	Yes	Adopt a Policy Requiring Third Party Groups to Report Their Political Expenditures	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company is unable to control its partners' disclosures or their accuracy.
Microsoft Corporation	12/07/2023	Shareholder	24	Yes	Report on Risks Related to AI Generated Misinformation and Disinformation	Against	Against	For	For	A vote FOR this resolution is warranted. Shareholders are likely to benefit from additional reporting on how well the company is assessing and management of risks related to generative AI and its human rights impacts on disinformation and misinformation.
Mirati Therapeutics, Inc.	12/13/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Support FOR the transaction is warranted. The offered consideration represents a premium to the unaffected price, there is downside risk in the event of non-approval, and the cash form of consideration provides liquidity and certainty of value to MRTX shareholders.
Mirati Therapeutics, Inc.	12/13/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although NEOs' potential cash severance is double trigger and reasonably based, several executives may receive excise tax gross-up payments, which is a recent enhancement in connection with the merger. In addition, outstanding equity awards will accelerate on a single trigger basis.
Mirati Therapeutics, Inc.	12/13/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
NetApp, Inc.	09/13/2023	Management	1	Yes	Elect Director T. Michael Nevens	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/13/2023	Management	2	Yes	Elect Director Deepak Ahuja	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NetApp, Inc.	09/13/2023	Management	3	Yes	Elect Director Gerald Held	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/13/2023	Management	4	Yes	Elect Director Kathryn M. Hill	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/13/2023	Management	5	Yes	Elect Director Deborah L. Kerr	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/13/2023	Management	6	Yes	Elect Director George Kurian	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/13/2023	Management	7	Yes	Elect Director Carrie Palin	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/13/2023	Management	8	Yes	Elect Director Scott F. Schenkel	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/13/2023	Management	9	Yes	Elect Director George T. Shaheen	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald (Jerry) Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/13/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. STI awards were primarily based on pre-set objective metrics. Though improvements could be made to rigor and disclosure for LTI awards, the majority of equity awards are performance-conditioned, with half based on a multi-year performance period.
NetApp, Inc.	09/13/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NetApp, Inc.	09/13/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NetApp, Inc.	09/13/2023	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders, and the likelihood of abuse is small.
NetApp, Inc.	09/13/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
NetApp, Inc.	09/13/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The company's three-year average burn rate is excessive.
New Relic, Inc.	08/16/2023	Management	1	Yes	Elect Director Susan D. Arthur	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	2	Yes	Elect Director Phalachandra ("Pali") Bhat	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	3	Yes	Elect Director Lewis Cirne	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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New Relic, Inc.	08/16/2023	Management	4	Yes	Elect Director Hope Cochran	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	5	Yes	Elect Director Anne DelSanto	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	6	Yes	Elect Director Kevin G. Galligan	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	7	Yes	Elect Director David Henshall	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	8	Yes	Elect Director Radhakrishnan ("RK") Mahendran	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	9	Yes	Elect Director Takeshi Numoto	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	10	Yes	Elect Director William Staples	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Takeshi Numoto given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual bonus was based on a pre-set metric, the proxy did not disclose performance targets or actual performance. Further, the annual equity grant merely targets the median for relative TSR performance while allowing for multiple opportunities for parts of the grant to vest if certain goals were initially unmet. Finally, executives received a special one-time grant that, although it appears to be based on rigorous performance targets, was relatively large.
New Relic, Inc.	08/16/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
New Relic, Inc.	11/01/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process was thorough, shareholders are receiving a premium, there is a potential downside risk of non-approval, and the cash form of consideration provides liquidity and certainty of value. As such, support FOR the proposed transaction is warranted.
New Relic, Inc.	11/01/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although equity will accelerate at the time of merger regardless of a qualifying termination, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. While shareholders may question why a recently-granted special equity award will vest based on actual performance without being prorated, the achieved percentage is significantly below target, resulting in a vesting value well below the original target value of the grant.
New Relic, Inc.	11/01/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Newmont Corporation	10/11/2023	Management	1	Yes	Issue Shares in Connection with Transaction	For	For	For	For	Shareholders may be concerned by the 30.4 percent premium paid to NCM in an environment where investors have expressed preference for no-premium deals. This concern is likely partially reflected in NEM's underperformance since the unaffected date. Nevertheless, the underperformance has recently narrowed, and there has been no public opposition to the deal. The strategic rationale appears reasonable, as the merger will result in the industry's largest gold reserve and resource base, increase NEM's exposure to copper, and yield cost synergies, allowing for significant cash flow generation. As such, support FOR the proposed transaction is warranted.
Newmont Corporation	10/11/2023	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the proposed increase in authorized shares is considered reasonable.
Newmont Corporation	10/11/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as the underlying transaction warrants support.
News Corp	11/15/2023	Management	1	Yes	Elect Director Lachlan K. Murdoch	For	Against	Against	Against	Votes AGAINST Lachlan Murdoch are warranted for serving as a non-independent board chair. Votes AGAINST Nominating and Corporate Governance Committee chair Jose Maria Aznar and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
News Corp	11/15/2023	Management	2	Yes	Elect Director Robert J. Thomson	For	For	For	For	Votes AGAINST Lachlan Murdoch are warranted for serving as a non-independent board chair. Votes AGAINST Nominating and Corporate Governance Committee chair Jose Maria Aznar and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
News Corp	11/15/2023	Management	3	Yes	Elect Director Kelly Ayotte	For	For	For	For	Votes AGAINST Lachlan Murdoch are warranted for serving as a non-independent board chair. Votes AGAINST Nominating and Corporate Governance Committee chair Jose Maria Aznar and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
News Corp	11/15/2023	Management	4	Yes	Elect Director Jose Maria Aznar	For	Against	Against	Against	Votes AGAINST Lachlan Murdoch are warranted for serving as a non-independent board chair. Votes AGAINST Nominating and Corporate Governance Committee chair Jose Maria Aznar and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
News Corp	11/15/2023	Management	5	Yes	Elect Director Natalie Bancroft	For	For	For	For	Votes AGAINST Lachlan Murdoch are warranted for serving as a non-independent board chair. Votes AGAINST Nominating and Corporate Governance Committee chair Jose Maria Aznar and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
News Corp	11/15/2023	Management	6	Yes	Elect Director Ana Paula Pessoa	For	For	For	For	Votes AGAINST Lachlan Murdoch are warranted for serving as a non-independent board chair. Votes AGAINST Nominating and Corporate Governance Committee chair Jose Maria Aznar and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
News Corp	11/15/2023	Management	7	Yes	Elect Director Masroor Siddiqui	For	For	For	For	Votes AGAINST Lachlan Murdoch are warranted for serving as a non-independent board chair. Votes AGAINST Nominating and Corporate Governance Committee chair Jose Maria Aznar and board chair Lachlan Murdoch are warranted for maintaining a multi-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
News Corp	11/15/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
News Corp	11/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

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NIKE, Inc.	09/12/2023	Management	1	Yes	Elect Director Cathleen Benko	For	For	For	For	WITHHOLD votes for Alan Graf Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes from governance committee member John Rogers Jr. in light of the multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
NIKE, Inc.	09/12/2023	Management	2	Yes	Elect Director Alan B. Graf, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Alan Graf Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes from governance committee member John Rogers Jr. in light of the multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
NIKE, Inc.	09/12/2023	Management	3	Yes	Elect Director John Rogers, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Graf Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes from governance committee member John Rogers Jr. in light of the multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
NIKE, Inc.	09/12/2023	Management	4	Yes	Elect Director Robert Swan	For	For	For	For	WITHHOLD votes for Alan Graf Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes from governance committee member John Rogers Jr. in light of the multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
NIKE, Inc.	09/12/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The compensation committee demonstrated sufficient responsiveness to last year's low say-on-pay vote. Certain features of the long-term program warrant continued close monitoring, as the majority of FY23 equity awards lacked performance criteria and the increase in FY23 performance share weighting was accompanied by an increase in total equity value. However, there are sufficient mitigating factors identified. Notably, pay and performance were reasonably aligned for the year in review. Additionally, the annual incentive was based entirely on pre-set objective measures and performance shares are based on rigorous, multi-year goals, with a cap on relative TSR vesting if absolute TSR is negative. While performance shares constituted less than half of the overall equity mix for FY23, the committee indicates the proportion will increase to 50 percent for FY24 and onward. Continued close monitoring of the long-term structure and equity award values is warranted.
NIKE, Inc.	09/12/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NIKE, Inc.	09/12/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NIKE, Inc.	09/12/2023	Shareholder	8	Yes	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from global median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
NIKE, Inc.	09/12/2023	Shareholder	9	Yes	Report on Effectiveness of Supply Chain Management on Equity Goals and Human Rights Commitments	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks in its supply chain.
Nu Holdings Ltd.	08/16/2023	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	In the absence of any specific concerns about the company's financial statements, a vote FOR this resolution is warranted.
Nu Holdings Ltd.	08/16/2023	Management	2	Yes	Elect Director David Velez Osorno	For	Against	Against	Against	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Nu Holdings Ltd.	08/16/2023	Management	3	Yes	Elect Director Douglas Mauro Leone	For	For	For	For	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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Nu Holdings Ltd.	08/16/2023	Management	4	Yes	Elect Director Anita Mary Sands	For	For	Against	Against	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Nu Holdings Ltd.	08/16/2023	Management	5	Yes	Elect Director Daniel Krepel Goldberg	For	For	For	For	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Nu Holdings Ltd.	08/16/2023	Management	6	Yes	Elect Director David Alexandre Marcus	For	For	For	For	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Nu Holdings Ltd.	08/16/2023	Management	7	Yes	Elect Director Luis Alberto Moreno Mejia	For	For	For	For	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Nu Holdings Ltd.	08/16/2023	Management	8	Yes	Elect Director Jacqueline Dawn Reses	For	For	Against	Against	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Nu Holdings Ltd.	08/16/2023	Management	9	Yes	Elect Director Rogerio Paulo Calderon Peres	For	For	Against	Against	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Nu Holdings Ltd.	08/16/2023	Management	10	Yes	Elect Director Thuan Quang Pham	For	For	For	For	Vote AGAINST non-independent director nominee David Velez Osorno are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee members Anita Sands, Rogerio Paulo Calderon Peres, and Jacqueline Reses are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Nutanix, Inc.	12/08/2023	Management	1	Yes	Elect Director Max de Groen	For	For	For	For	A vote FOR all director nominees is warranted.
Nutanix, Inc.	12/08/2023	Management	2	Yes	Elect Director Steven J. Gomo	For	For	For	For	A vote FOR all director nominees is warranted.
Nutanix, Inc.	12/08/2023	Management	3	Yes	Elect Director Mark Templeton	For	For	For	For	A vote FOR all director nominees is warranted.
Nutanix, Inc.	12/08/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nutanix, Inc.	12/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Nutanix, Inc.	12/08/2023	Management	6	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
ONEOK, Inc.	09/21/2023	Management	1	Yes	Issue Shares in Connection with the Merger	For	For	For	For	On balance, given the expected financial strength of the combined company, including the benefits of the tax basis step-up, the expected EPS and free cash flow accretion, and the operational synergies, support FOR the proposed transaction is warranted.
ONEOK, Inc.	09/21/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as the underlying transaction warrants support.

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Oracle Corporation	11/15/2023	Management	1	Yes	Elect Director Awo Ablo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	2	Yes	Elect Director Jeffrey S. Berg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	3	Yes	Elect Director Michael J. Boskin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	4	Yes	Elect Director Safra A. Catz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	5	Yes	Elect Director Bruce R. Chizen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.

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Oracle Corporation	11/15/2023	Management	6	Yes	Elect Director George H. Conrades	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	7	Yes	Elect Director Lawrence J. Ellison	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	8	Yes	Elect Director Rona A. Fairhead	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	9	Yes	Elect Director Jeffrey O. Henley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	10	Yes	Elect Director Renee J. James	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.

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Oracle Corporation	11/15/2023	Management	11	Yes	Elect Director Charles W. Moorman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	12	Yes	Elect Director Leon E. Panetta	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	13	Yes	Elect Director William G. Parrett	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	14	Yes	Elect Director Naomi O. Seligman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.
Oracle Corporation	11/15/2023	Management	15	Yes	Elect Director Vishal Sikka	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Michael Boskin, Jeffrey Berg, Bruce Chizen, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent members of the board are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.

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Oracle Corporation	11/15/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Following the 12th consecutive low say-on-pay vote result, the proxy vaguely described shareholder engagement efforts, and though feedback is clearly disclosed, the committee did not make any substantive changes to the executive pay program to address shareholders' concerns. Additionally, while CEO pay and company performance were reasonably aligned for the year in review, there are concerns noted within the pay program. Most notably annual equity grants to certain NEOs do not utilize performance-conditioned equity, which is inconsistent with prevailing market practices. This concern is heightened given the magnitude of certain awards and specific shareholder requests for performance-conditioned equity during engagement. Additionally, Chairman Ellison received excessive security fee perquisites in FY23, and no additional disclosure is provided regarding a sharp increase in the value of this perquisite.
Oracle Corporation	11/15/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Oracle Corporation	11/15/2023	Management	18	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.85 percent is excessive. * The company's three-year average burn rate is excessive.
Oracle Corporation	11/15/2023	Management	19	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oracle Corporation	11/15/2023	Shareholder	20	Yes	Report on Median and Adjusted Gender/Racial Pay Gaps	Against	For	For	For	A vote FOR this proposal is warranted, as a report on gender and pay racial gaps would allow shareholders to better evaluate the progress of the company's diversity and inclusion initiatives and its management of any related risks.
Oracle Corporation	11/15/2023	Shareholder	21	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Palo Alto Networks, Inc.	12/12/2023	Management	1	Yes	Elect Director Nikesh Arora	For	For	For	For	A vote FOR all director nominees is warranted.
Palo Alto Networks, Inc.	12/12/2023	Management	2	Yes	Elect Director Aparna Bawa	For	For	For	For	A vote FOR all director nominees is warranted.
Palo Alto Networks, Inc.	12/12/2023	Management	3	Yes	Elect Director Carl Eschenbach	For	For	For	For	A vote FOR all director nominees is warranted.
Palo Alto Networks, Inc.	12/12/2023	Management	4	Yes	Elect Director Lorraine Twohill	For	For	For	For	A vote FOR all director nominees is warranted.
Palo Alto Networks, Inc.	12/12/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Palo Alto Networks, Inc.	12/12/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are significant concerns regarding incentive pay design and magnitude. While the STIP is based primarily on objective financial metrics, the matrix design allowed for nearly maximum payouts despite below-target achievement of one of the two primary metrics. Greater concerns are raised regarding equity award design and magnitude. Shareholders may appreciate that equity incentives are entirely performance-conditioned; however, the regular LTIP utilizes goals that are set and measured on an annual basis and the design carries significant upside potential. The value of the CEO's regular LTI awards more than doubled from the prior year's grants, and he also received a one-time \$113 million retention award. While the committee provides ample disclosure as to its rationale for the award, some shareholders may nevertheless question the size of the special award on top of the magnitude provided by the much larger regular LTIP grant. Furthermore, the company provided the CEO with excessive persona aircraft use and home/personal security benefits, and the total amount of perquisite compensation for the CEO is also deemed excessive. The company also provided tax gross-up payment for the CEO's personal use of corporate aircraft perquisite. In light of these concerns, a vote AGAINST this proposal is warranted.
Palo Alto Networks, Inc.	12/12/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The company's three-year average burn rate is excessive.
Parker-Hannifin Corporation	10/25/2023	Management	1	Yes	Elect Director Lee C. Banks	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Parker-Hannifin Corporation	10/25/2023	Management	2	Yes	Elect Director Jillian C. Evanko	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	3	Yes	Elect Director Denise Russell Fleming	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	4	Yes	Elect Director Lance M. Fritz	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	5	Yes	Elect Director Linda A. Harty	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	6	Yes	Elect Director Kevin A. Lobo	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	7	Yes	Elect Director Jennifer A. Parmentier	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	8	Yes	Elect Director Joseph Scaminace	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	9	Yes	Elect Director Ake Svensson	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	10	Yes	Elect Director Laura K. Thompson	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Parker-Hannifin Corporation	10/25/2023	Management	11	Yes	Elect Director James R. Verrier	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	12	Yes	Elect Director James L. Wainscott	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	13	Yes	Elect Director Thomas L. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, Jennifer Parmentier, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of life insurance perquisites. * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Parker-Hannifin Corporation	10/25/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Parker-Hannifin Corporation	10/25/2023	Management	16	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Parker-Hannifin Corporation	10/25/2023	Management	17	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Parker-Hannifin Corporation	10/25/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Paychex, Inc.	10/12/2023	Management	1	Yes	Elect Director Martin Mucci	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Paychex, Inc.	10/12/2023	Management	2	Yes	Elect Director Thomas F. Bonadio	For	For	Against	Against	Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Paychex, Inc.	10/12/2023	Management	3	Yes	Elect Director Joseph G. Doody	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Paychex, Inc.	10/12/2023	Management	4	Yes	Elect Director David J.S. Flaschen	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Paychex, Inc.	10/12/2023	Management	5	Yes	Elect Director John B. Gibson	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Paychex, Inc.	10/12/2023	Management	6	Yes	Elect Director B. Thomas Golisano	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Paychex, Inc.	10/12/2023	Management	7	Yes	Elect Director Pamela A. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Paychex, Inc.	10/12/2023	Management	8	Yes	Elect Director Theresa M. Payton	For	For	For	For	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Paychex, Inc.	10/12/2023	Management	9	Yes	Elect Director Kevin A. Price	For	For	Against	Against	Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Paychex, Inc.	10/12/2023	Management	10	Yes	Elect Director Joseph M. Tucci	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Paychex, Inc.	10/12/2023	Management	11	Yes	Elect Director Joseph M. Velli	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, John Gibson Jr., Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Paychex, Inc.	10/12/2023	Management	12	Yes	Elect Director Kara Wilson	For	For	Against	Against	Votes AGAINST incumbent audit committee members Thomas (Tom) Bonadio, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Paychex, Inc.	10/12/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Some concerns are noted in the STI plan where certain targets were set below the prior year's goals, and the LTI plan utilizes a two-year measurement period. That being said, annual incentives are largely based on pre-set financial metrics, and half of the CEO's equity awards are performance based over a multi-year performance period.
Paychex, Inc.	10/12/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Paychex, Inc.	10/12/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paylocity Holding Corporation	11/30/2023	Management	1	Yes	Elect Director Steven R. Beauchamp	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	2	Yes	Elect Director Linda M. Breard	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	3	Yes	Elect Director Virginia G. Breen	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	4	Yes	Elect Director Jeffrey T. Diehl	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	5	Yes	Elect Director Robin L. Pederson	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	6	Yes	Elect Director Andres D. Reiner	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	7	Yes	Elect Director Kenneth B. Robinson	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	8	Yes	Elect Director Steven I. Sarowitz	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	9	Yes	Elect Director Ronald V. Waters, III	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Paylocity Holding Corporation	11/30/2023	Management	10	Yes	Elect Director Toby J. Williams	For	For	For	For	WITHHOLD votes for Jeffrey Diehl are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Paylocity Holding Corporation	11/30/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paylocity Holding Corporation	11/30/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Paylocity Holding Corporation	11/30/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Paylocity Holding Corporation	11/30/2023	Management	14	Yes	Provide Directors May Be Removed With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted as the ability to remove directors with or without cause is considered to enhance shareholder rights.
PDC Energy, Inc.	08/04/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted in light of the compelling strategic rationale and the equity form of consideration, which will permit shareholders continued participation in the upside of the combined company.
PDC Energy, Inc.	08/04/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Additionally, although a portion of PSUs will vest upon the completion of the merger, the most recent performance-conditioned equity awards and outstanding time-based equity awards are subject to double-trigger vesting conditions.
PDC Energy, Inc.	08/04/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.
Performance Food Group Company	11/30/2023	Management	1	Yes	Elect Director George L. Holm	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	2	Yes	Elect Director Manuel A. Fernandez	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	3	Yes	Elect Director Barbara J. Beck	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	4	Yes	Elect Director William F. Dawson, Jr.	For	For	Against	Against	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	5	Yes	Elect Director Laura Flanagan	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	6	Yes	Elect Director Matthew C. Flanigan	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	7	Yes	Elect Director Kimberly S. Grant	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	8	Yes	Elect Director Jeffrey M. Overly	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	9	Yes	Elect Director David V. Singer	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	10	Yes	Elect Director Randall N. Spratt	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	11	Yes	Elect Director Warren M. Thompson	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/30/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Performance Food Group Company	11/30/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Premier, Inc.	12/01/2023	Management	1	Yes	Elect Director John T. Bigalke	For	For	For	For	WITHHOLD votes for Marc Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Premier, Inc.	12/01/2023	Management	2	Yes	Elect Director Helen M. Boudreau	For	For	For	For	WITHHOLD votes for Marc Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Premier, Inc.	12/01/2023	Management	3	Yes	Elect Director Marc D. Miller	For	For	Withhold	Withhold	WITHHOLD votes for Marc Miller are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Premier, Inc.	12/01/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Premier, Inc.	12/01/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Premier, Inc.	12/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Qorvo, Inc.	08/15/2023	Management	1	Yes	Elect Director Ralph G. Quinsey	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	2	Yes	Elect Director Robert A. Bruggeworth	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	3	Yes	Elect Director Judy Bruner	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	4	Yes	Elect Director Jeffery R. Gardner	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	5	Yes	Elect Director John R. Harding	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	6	Yes	Elect Director David H. Y. Ho	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	7	Yes	Elect Director Roderick D. Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	8	Yes	Elect Director Walden C. Rhines	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	9	Yes	Elect Director Susan L. Spradley	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are noted under both incentive programs, specifically around target setting and the relatively short measurement periods for the performance-based RSUs, pay and performance are reasonably aligned for the year in review. In addition, annual incentives were entirely measured against pre-set financial metrics and a majority of long-term incentives were performance conditioned.
Qorvo, Inc.	08/15/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ralph Lauren Corporation	08/03/2023	Management	1	Yes	Elect Director Linda Findley	For	For	For	For	WITHHOLD votes for Hubert Joly are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Darren Walker are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	08/03/2023	Management	2	Yes	Elect Director Michael A. George	For	For	For	For	WITHHOLD votes for Hubert Joly are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Darren Walker are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	08/03/2023	Management	3	Yes	Elect Director Hubert Joly	For	For	Withhold	Withhold	WITHHOLD votes for Hubert Joly are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Darren Walker are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	08/03/2023	Management	4	Yes	Elect Director Darren Walker	For	Withhold	Withhold	Withhold	WITHHOLD votes for Hubert Joly are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Darren Walker are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	08/03/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Ralph Lauren Corporation	08/03/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company has legacy arrangements with one or more executives that provide for an excessive severance multiplier; and * The company provided an inordinate amount of automobile-related and financial planning perquisites to the CEO.
Ralph Lauren Corporation	08/03/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RBC Bearings Incorporated	09/07/2023	Management	1	Yes	Elect Director Michael J. Hartnett	For	For	For	For	A vote AGAINST compensation committee chair Dolores Ennico is warranted for insufficient responsiveness following last year's failed say-on-pay proposal. A vote FOR Michael Hartnett is warranted at this time.

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RBC Bearings Incorporated	09/07/2023	Management	2	Yes	Elect Director Dolores J. Ennico	For	Against	Against	Against	A vote AGAINST compensation committee chair Dolores Ennico is warranted for insufficient responsiveness following last year's failed say-on-pay proposal. A vote FOR Michael Hartnett is warranted at this time.
RBC Bearings Incorporated	09/07/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RBC Bearings Incorporated	09/07/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RBC Bearings Incorporated	09/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to last year's failed say-on-pay vote. While the proxy discloses certain shareholder concerns from before the failed vote, the company does not disclose engagement with shareholders following the most recent failed say-on-pay vote result. Further, the CEO's equity awards, while performance-based, are earned primarily based on an overlapping metric with the STI plan that is measured over a one-year performance period. Lastly, the grant value of the CEO's equity remains relatively large and does not include the three-year performance awards that have not yet been disclosed in pay table values.
ResMed Inc.	11/16/2023	Management	1	Yes	Elect Director Carol Burt	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	2	Yes	Elect Director Jan De Witte	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	3	Yes	Elect Director Karen Drexler	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	4	Yes	Elect Director Michael "Mick" Farrell	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	5	Yes	Elect Director Peter Farrell	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	6	Yes	Elect Director Harjit Gill	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	7	Yes	Elect Director John Hernandez	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	8	Yes	Elect Director Richard "Rich" Sulpizio	For	For	Against	Against	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	9	Yes	Elect Director Desney Tan	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	10	Yes	Elect Director Ronald "Ron" Taylor	For	For	Against	Against	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ResMed Inc.	11/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.
ResMed Inc.	11/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RingCentral, Inc.	12/29/2023	Management	1	Yes	Elect Director Vladimir Shmunis	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis and Raymond (Neil) Williams are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Kenneth (Ken) Goldman and Robert (Rob) Theis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee chair Allan Thygesen and member Robert (Rob) Theis are further warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.

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RingCentral, Inc.	12/29/2023	Management	2	Yes	Elect Director Ned Segal	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis and Raymond (Neil) Williams are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Kenneth (Ken) Goldman and Robert (Rob) Theis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee chair Allan Thygesen and member Robert (Rob) Theis are further warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/29/2023	Management	3	Yes	Elect Director Kenneth Goldman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Theis and Raymond (Neil) Williams are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Kenneth (Ken) Goldman and Robert (Rob) Theis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee chair Allan Thygesen and member Robert (Rob) Theis are further warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/29/2023	Management	4	Yes	Elect Director Robert Theis	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Theis and Raymond (Neil) Williams are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Kenneth (Ken) Goldman and Robert (Rob) Theis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee chair Allan Thygesen and member Robert (Rob) Theis are further warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/29/2023	Management	5	Yes	Elect Director Allan Thygesen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Theis and Raymond (Neil) Williams are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Kenneth (Ken) Goldman and Robert (Rob) Theis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee chair Allan Thygesen and member Robert (Rob) Theis are further warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/29/2023	Management	6	Yes	Elect Director Neil Williams	For	For	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Theis and Raymond (Neil) Williams are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Kenneth (Ken) Goldman and Robert (Rob) Theis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee chair Allan Thygesen and member Robert (Rob) Theis are further warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/29/2023	Management	7	Yes	Elect Director Mignon Clyburn	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis and Raymond (Neil) Williams are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Kenneth (Ken) Goldman and Robert (Rob) Theis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Compensation Committee chair Allan Thygesen and member Robert (Rob) Theis are further warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/29/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RingCentral, Inc.	12/29/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.
RPM International Inc.	10/05/2023	Management	1	Yes	Elect Director Robert A. Livingston	For	For	For	For	WITHHOLD votes for Frederick (Fred) Nance and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR Robert A. Livingston is warranted.
RPM International Inc.	10/05/2023	Management	2	Yes	Elect Director Frederick R. Nance	For	For	Withhold	Withhold	WITHHOLD votes for Frederick (Fred) Nance and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR Robert A. Livingston is warranted.
RPM International Inc.	10/05/2023	Management	3	Yes	Elect Director William B. Summers, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Frederick (Fred) Nance and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR Robert A. Livingston is warranted.

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RPM International Inc.	10/05/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated only limited responsiveness to last year's low say-on-pay vote result. While the company engaged with investors following last year's annual meeting, the proxy does not detail the portion of investors the company met with, nor if directors participated. Although the company made certain improvements to the pay programs, it is unclear if such changes fully address investor feedback. Furthermore, an unmitigated pay-for-performance misalignment was again identified at the company and concerns are raised regarding the level of discretion in the annual incentive program and certain overlapping performance periods in the long-term program. Lastly, the company provided the CEO inordinate amounts of life insurance and financial planning perquisites, and equity awards allow for auto-accelerated vesting upon a change-in-control event.
RPM International Inc.	10/05/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RPM International Inc.	10/05/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Snowflake Inc.	07/05/2023	Management	1	Yes	Elect Director Teresa Briggs	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Teresa Briggs and Jeremy Burton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Mark D. McLaughlin is warranted.
Snowflake Inc.	07/05/2023	Management	2	Yes	Elect Director Jeremy Burton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Teresa Briggs and Jeremy Burton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Mark D. McLaughlin is warranted.
Snowflake Inc.	07/05/2023	Management	3	Yes	Elect Director Mark D. McLaughlin	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Teresa Briggs and Jeremy Burton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Mark D. McLaughlin is warranted.
Snowflake Inc.	07/05/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Concerns are raised regarding the single trigger accelerated equity vesting, lack of risk mitigators and lack of long-term performance metrics. As such, votes AGAINST this proposal are warranted.
Snowflake Inc.	07/05/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	1	Yes	Elect Director Sherianne James	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	2	Yes	Elect Director Leslie L. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	3	Yes	Elect Director Joan Chow	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	4	Yes	Elect Director Gautam Patel	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	5	Yes	Elect Director Hugh R. Rovit	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the aggregate amount of life insurance perquisites provided to certain NEOs is deemed excessive.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Spectrum Brands Holdings, Inc.	08/08/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Splunk Inc.	11/29/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. Concerns regarding the size of the transaction's deal spread and the board's decision forgo an auction process appear to be mitigated, given a combination of public reports of a potential sale, the board's concerns that the acquirer may not participate in the sales process, and the lack of inbound inquiries. Further, the offer represents a premium to the unaffected price and to the one-year high price, and there also appears to be downside risk of non-approval, given the stock's outperformance since announcement of the merger and since the subsequent expiry of the HSR waiting period.

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Splunk Inc.	11/29/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Pursuant to the company's original agreements with executives, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable, while outstanding equity would only accelerate upon a qualifying termination. However, the company entered into new employment agreements with executives that may result in modified single trigger cash benefits and certain equity accelerations, as well as sizeable retention awards. As these new agreements are with the combined company and contingent upon the merger, these new modifications will be assessed in the say-on-pay context for the combined company.
Splunk Inc.	11/29/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this transaction is warranted, as the underlying transaction (Item 1) merits support.
STERIS plc	07/27/2023	Management	1	Yes	Elect Director Esther M. Alegria	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	2	Yes	Elect Director Richard C. Breeden	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	3	Yes	Elect Director Daniel A. Carestio	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	4	Yes	Elect Director Cynthia L. Feldmann	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	5	Yes	Elect Director Christopher S. Holland	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	6	Yes	Elect Director Jacqueline B. Kosecoff	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	7	Yes	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	8	Yes	Elect Director Nirav R. Shah	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	9	Yes	Elect Director Mohsen M. Sohi	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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STERIS plc	07/27/2023	Management	10	Yes	Elect Director Richard M. Steeves	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann, and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/27/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST these proposals is warranted since the auditor's tenure at the company exceeds seven years.
STERIS plc	07/27/2023	Management	12	Yes	Appoint Ernst & Young Chartered Accountants as Irish Statutory Auditor	For	For	Against	Against	A vote AGAINST these proposals is warranted since the auditor's tenure at the company exceeds seven years.
STERIS plc	07/27/2023	Management	13	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	Under the Irish Companies Act, the remuneration of the company's Irish statutory auditor must be fixed by the shareholders in a general meeting. Given that the most recent fees paid to the auditor are reasonable, a vote FOR this proposal is warranted.
STERIS plc	07/27/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentive payouts are entirely based on pre-set financial metrics and a majority of long-term performance incentives are performance conditioned.
STERIS plc	07/27/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
STERIS plc	07/27/2023	Management	16	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST Item 7 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 8 is warranted because the proposed amount and duration are within recommended limits.
STERIS plc	07/27/2023	Management	17	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-emption Rights Under Irish Law	For	For	For	For	A vote AGAINST Item 7 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 8 is warranted because the proposed amount and duration are within recommended limits.
Syneos Health, Inc.	08/02/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the unaffected price, downside risk in the event of non-approval, and the cash form of consideration, which provides liquidity and certainty of value to SYNH shareholders, support FOR the transaction is warranted.
Syneos Health, Inc.	08/02/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although a portion of NEOs' equity will accelerate on a single trigger basis, and certain NEOs will receive retention bonuses in connection with the merger, the majority of equity is double trigger and retention bonus amounts are relatively modest. Further, both single-trigger equity and the retention bonuses are subject to clawback provisions. In addition, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Syneos Health, Inc.	08/02/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Sysco Corporation	11/17/2023	Management	1	Yes	Elect Director Daniel J. Brutto	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	2	Yes	Elect Director Francesca DeBiase	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	3	Yes	Elect Director Ali Dibadj	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	4	Yes	Elect Director Larry C. Glasscock	For	For	Against	Against	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	5	Yes	Elect Director Jill M. Golder	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	6	Yes	Elect Director Bradley M. Halverson	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	7	Yes	Elect Director John M. Hinshaw	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	8	Yes	Elect Director Kevin P. Hourican	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	9	Yes	Elect Director Alison Kenney Paul	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Sysco Corporation	11/17/2023	Management	10	Yes	Elect Director Edward D. Shirley	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	11	Yes	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST Larry Glasscock are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Sysco Corporation	11/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sysco Corporation	11/17/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sysco Corporation	11/17/2023	Shareholder	15	Yes	Adopt Policy to Eliminate or Reduce Gestation Crates in Pork Supply Chain	Against	For	For	For	A vote FOR this resolution is warranted. In light of regulatory developments and the company's lack of disclosure, shareholders would benefit from more information on the company's policies and practices related to reducing or eliminating the use of gestation crates in its pork supply chain.
Take-Two Interactive Software, Inc.	09/21/2023	Management	1	Yes	Elect Director Strauss Zelnick	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	2	Yes	Elect Director Michael Dornemann	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	3	Yes	Elect Director J Moses	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	4	Yes	Elect Director Michael Sheresky	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	5	Yes	Elect Director LaVerne Srinivasan	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	6	Yes	Elect Director Susan Tolson	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	7	Yes	Elect Director Paul Viera	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	8	Yes	Elect Director Roland Hernandez	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Take-Two Interactive Software, Inc.	09/21/2023	Management	9	Yes	Elect Director William "Bing" Gordon	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	10	Yes	Elect Director Ellen Siminoff	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses, and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses, and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/21/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Following last year's failed say-on-pay vote result, the company engaged with shareholders, disclosed feedback heard in these engagements, and made changes to the pay program in response to these concerns. Accordingly, the compensation committee has demonstrated adequate responsiveness to shareholder concerns. Compensation for the CEO is primarily paid by the external manager under a management services agreement. Although this arrangement can result in limited pay disclosure, in this case the company provides sufficient disclosure of the pay programs. While a number of positive changes made to the pay program, in combination with the company's large size amid a recent business combination mitigate concerns for the year in review, a number of new features warrant continue monitoring. Compensation levels to the CEO (and president) under the new arrangement appear to be relatively high and may result in close scrutiny going forward should company performance decline. However, these concerns are mitigated for the year in review, as the company made a number of positive changes in FY23, including addressing longstanding goal rigor issues, and significantly increased in size following a material acquisition.
Take-Two Interactive Software, Inc.	09/21/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Take-Two Interactive Software, Inc.	09/21/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted as the potential voting power dilution (VPD) of 10.95 percent is considered reasonable.
Take-Two Interactive Software, Inc.	09/21/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tapestry, Inc.	11/02/2023	Management	1	Yes	Elect Director John P. Bilbrey (J.P.)	For	For	For	For	A vote FOR John P. Bilbrey (J.P.) is warranted.
Tapestry, Inc.	11/02/2023	Management	2	Yes	Elect Director Darrell Cavens	For	For	For	For	Votes AGAINST John (JP) Bilbrey are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/02/2023	Management	3	Yes	Elect Director Joanne Crevoiserat	For	For	For	For	Votes AGAINST John (JP) Bilbrey are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/02/2023	Management	4	Yes	Elect Director Johanna (Hanneke) Faber	For	For	For	For	Votes AGAINST John (JP) Bilbrey are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/02/2023	Management	5	Yes	Elect Director Anne Gates	For	For	For	For	Votes AGAINST John (JP) Bilbrey are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/02/2023	Management	6	Yes	Elect Director Thomas Greco	For	For	For	For	Votes AGAINST John (JP) Bilbrey are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/02/2023	Management	7	Yes	Elect Director Alan Lau	For	For	For	For	Votes AGAINST John (JP) Bilbrey are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/02/2023	Management	8	Yes	Elect Director Pamela Lifford	For	For	For	For	Votes AGAINST John (JP) Bilbrey are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/02/2023	Management	9	Yes	Elect Director Annabelle Yu Long	For	For	For	For	Votes AGAINST John (JP) Bilbrey are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/02/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Tapestry, Inc.	11/02/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Though the majority of equity awards are time-based and forward-looking targets are not disclosed, performance shares use a multi-year performance period and annual incentives were based on pre-set financial metrics.
Tapestry, Inc.	11/02/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Texas Pacific Land Corp.	11/10/2023	Management	1	Yes	Elect Director Robert Roosa	For	For	For	For	Vote AGAINST Murray Stahl for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Texas Pacific Land Corp.	11/10/2023	Management	2	Yes	Elect Director Murray Stahl	For	For	Against	Against	Vote AGAINST Murray Stahl for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Texas Pacific Land Corp.	11/10/2023	Management	3	Yes	Elect Director Marguerite Woung-Chapman	For	For	For	For	Vote AGAINST Murray Stahl for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Texas Pacific Land Corp.	11/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Texas Pacific Land Corp.	11/10/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Texas Pacific Land Corp.	11/10/2023	Shareholder	6	Yes	Provide Right to Call a Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed ownership threshold is reasonable and will improve the rights of shareholders and help increase the accountability of the board and management.
Texas Pacific Land Corp.	11/10/2023	Shareholder	7	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
Texas Pacific Land Corp.	11/10/2023	Shareholder	8	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Texas Pacific Land Corp.	11/10/2023	Shareholder	9	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Texas Pacific Land Corp.	11/10/2023	Shareholder	10	Yes	Request that the New York Stock Exchange not Categorize any Increase in the Authorized Number of Shares as Routine	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company does not have any control or influence as to whether a proposal is classified as "routine" or "non-routine." Such determinations are made by the NYSE and are outside the purview of the company.
Texas Pacific Land Corp.	11/10/2023	Shareholder	11	Yes	Restrict Severance Agreements (Change-in-Control)	Against	Against	For	For	We support the submission of golden parachutes and other severance provisions for shareholder ratification as a general principle. To be effective without creating distorted incentives with respect to management, severance arrangements must be considerably less attractive than continued employment with the company and should be reasonable and not excessive. Executives who have change-in-control agreements could be tempted to take actions that would diminish or limit the growth of shareholder value so that the company would be a better takeover target. Executives with such agreements may be inclined to support a merger or acquisition proposal without seeking a better offer for shareholders. We reiterate our belief that shareholders should be given the opportunity to independently evaluate and approve or reject the severance provisions a company negotiates with potential executives as a general principle. As such, this proposal warrants a vote FOR.
The Clorox Company	11/15/2023	Management	1	Yes	Elect Director Amy L. Banse	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	2	Yes	Elect Director Julia Denman	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	3	Yes	Elect Director Spencer C. Fleischer	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	4	Yes	Elect Director Esther Lee	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	5	Yes	Elect Director A.D. David Mackay	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	6	Yes	Elect Director Paul Parker	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	7	Yes	Elect Director Stephanie Plaines	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	8	Yes	Elect Director Linda Rendle	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	9	Yes	Elect Director Matthew J. Shattock	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	10	Yes	Elect Director Kathryn Tesija	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	11	Yes	Elect Director Russell J. Weiner	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	12	Yes	Elect Director Christopher J. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
The Clorox Company	11/15/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.

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The Clorox Company	11/15/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Clorox Company	11/15/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Estee Lauder Companies Inc.	11/17/2023	Management	1	Yes	Elect Director Charlene Barshefsky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fabrizio Freda, Charlene Barshefsky, Gary Lauder and Jane Lauder are warranted for lack of a majority independent board. WITHHOLD votes for Charlene Barshefsky are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee member Angela Dong are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are warranted for all director nominees given that the multi-class structure is not subject to a reasonable time-based sunset provision.
The Estee Lauder Companies Inc.	11/17/2023	Management	2	Yes	Elect Director Angela Wei Dong	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fabrizio Freda, Charlene Barshefsky, Gary Lauder and Jane Lauder are warranted for lack of a majority independent board. WITHHOLD votes for Charlene Barshefsky are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee member Angela Dong are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are warranted for all director nominees given that the multi-class structure is not subject to a reasonable time-based sunset provision.
The Estee Lauder Companies Inc.	11/17/2023	Management	3	Yes	Elect Director Fabrizio Freda	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fabrizio Freda, Charlene Barshefsky, Gary Lauder and Jane Lauder are warranted for lack of a majority independent board. WITHHOLD votes for Charlene Barshefsky are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee member Angela Dong are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are warranted for all director nominees given that the multi-class structure is not subject to a reasonable time-based sunset provision.
The Estee Lauder Companies Inc.	11/17/2023	Management	4	Yes	Elect Director Gary M. Lauder	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fabrizio Freda, Charlene Barshefsky, Gary Lauder and Jane Lauder are warranted for lack of a majority independent board. WITHHOLD votes for Charlene Barshefsky are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee member Angela Dong are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are warranted for all director nominees given that the multi-class structure is not subject to a reasonable time-based sunset provision.
The Estee Lauder Companies Inc.	11/17/2023	Management	5	Yes	Elect Director Jane Lauder	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fabrizio Freda, Charlene Barshefsky, Gary Lauder and Jane Lauder are warranted for lack of a majority independent board. WITHHOLD votes for Charlene Barshefsky are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent audit committee member Angela Dong are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are warranted for all director nominees given that the multi-class structure is not subject to a reasonable time-based sunset provision.
The Estee Lauder Companies Inc.	11/17/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Estee Lauder Companies Inc.	11/17/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites and life insurance perquisites. * Although overall compensation levels for the CEO declined somewhat in FY23, his total annual pay and three-year cumulative pay are relatively high, and a review of the pay program reveals several concerning features. Specifically, the majority of equity awards continue to lack performance vesting conditions. Further, there are renewed concerns regarding high base salaries and STI payout opportunities. Finally, continued monitoring of the company's practice of granting large off-cycle equity, particularly given the size and structure of the awards in recent years.
The Estee Lauder Companies Inc.	11/17/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The J. M. Smucker Company	08/16/2023	Management	1	Yes	Elect Director Mercedes Abramo	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	2	Yes	Elect Director Tarang P. Amin	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	3	Yes	Elect Director Susan E. Chapman-Hughes	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	4	Yes	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	5	Yes	Elect Director Jonathan E. Johnson, III	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	6	Yes	Elect Director Kirk L. Perry	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	7	Yes	Elect Director Alex Shumate	For	For	Against	Against	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	8	Yes	Elect Director Mark T. Smucker	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	9	Yes	Elect Director Jodi L. Taylor	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	10	Yes	Elect Director Dawn C. Willoughby	For	For	For	For	Votes AGAINST Alex Shumate are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/16/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The J. M. Smucker Company	08/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set financial metrics, and a majority of long-term incentives are performance conditioned and measured over a multi-year period.
The J. M. Smucker Company	08/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Procter & Gamble Company	10/10/2023	Management	1	Yes	Elect Director B. Marc Allen	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	2	Yes	Elect Director Brett Biggs	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Procter & Gamble Company	10/10/2023	Management	3	Yes	Elect Director Sheila Bonini	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	4	Yes	Elect Director Angela F. Braly	For	For	Against	Against	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	5	Yes	Elect Director Amy L. Chang	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	6	Yes	Elect Director Joseph Jimenez	For	For	Against	Against	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	7	Yes	Elect Director Christopher Kempczinski	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	8	Yes	Elect Director Debra L. Lee	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	9	Yes	Elect Director Terry J. Lundgren	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	10	Yes	Elect Director Christine M. McCarthy	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	11	Yes	Elect Director Jon R. Moeller	For	For	Against	Against	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	12	Yes	Elect Director Robert J. Portman	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	13	Yes	Elect Director Rajesh Subramaniam	For	For	For	For	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Procter & Gamble Company	10/10/2023	Management	14	Yes	Elect Director Patricia A. Woertz	For	For	Against	Against	Votes AGAINST Angela Braly, Joseph Jimenez, Jon Moeller, and Patricia Woertz are warranted in light of ongoing concerns regarding the company's management of its risks related to deforestation. Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/10/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Procter & Gamble Company	10/10/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of personal use of corporate aircraft and life insurance perquisites.
The Procter & Gamble Company	10/10/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Procter & Gamble Company	10/10/2023	Shareholder	18	Yes	Report on Third-Party Civil Rights Audit of Reverse Discrimination	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies and disclosures provide adequate information for shareholders to determine whether its policies are having an impact on "non-BIPOC (Black, Indigenous and people of color) and non-Latinx/a/o/e communities."
The Procter & Gamble Company	10/10/2023	Shareholder	19	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to provide shareholders with sufficient disclosure to understand to what extent corporate operations depend on China.
The Procter & Gamble Company	10/10/2023	Shareholder	20	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	For	For	For	A vote FOR this proposal is warranted. Although the board has not unilaterally adopted any problematic advance notice provisions in the Code of Regulations, the proposal is considered to be narrowly tailored to prevent unilateral adoption only of highly restrictive provisions to which shareholders have objected at other companies.
Under Armour, Inc.	08/29/2023	Management	1	Yes	Elect Director Kevin A. Plank	For	Withhold	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	2	Yes	Elect Director Douglas E. Coltharp	For	For	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	3	Yes	Elect Director Jerri L. DeVard	For	Withhold	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	4	Yes	Elect Director Mohamed A. El-Erian	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Under Armour, Inc.	08/29/2023	Management	5	Yes	Elect Director Carolyn N. Everson	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	6	Yes	Elect Director David W. Gibbs	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	7	Yes	Elect Director Karen W. Katz	For	Withhold	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	8	Yes	Elect Director Stephanie C. Linnartz	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	9	Yes	Elect Director Eric T. Olson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	10	Yes	Elect Director Patrick W. Whitesell	For	For	For	For	WITHHOLD votes for Douglas (Doug) Coltharp and Eric Olson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Jerri DeVard, Karen Katz, and Eric Olson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Plank are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	08/29/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The former CEO received significant cash severance upon a departure which was not clearly disclosed as a termination without cause.
Under Armour, Inc.	08/29/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Under Armour, Inc.	08/29/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Under Armour, Inc.	08/29/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because the non-auditing consulting fees represent more than 25 percent of total fees paid and the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VF Corporation	07/25/2023	Management	1	Yes	Elect Director Richard T. Carucci	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	2	Yes	Elect Director Alex Cho	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	3	Yes	Elect Director Juliana L. Chugg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	4	Yes	Elect Director Benno Dorer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	5	Yes	Elect Director Mark S. Hoplamazian	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	6	Yes	Elect Director Laura W. Lang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	7	Yes	Elect Director W. Rodney McMullen	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	8	Yes	Elect Director Clarence Otis, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	9	Yes	Elect Director Carol L. Roberts	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VF Corporation	07/25/2023	Management	10	Yes	Elect Director Matthew J. Shattock	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Rick) Carucci, Benno Dorer, Juliana Chugg, Laura Lang and Clarence Otis Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg, Laura Lang and Clarence Otis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
VF Corporation	07/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
VF Corporation	07/25/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ViaSat, Inc.	09/07/2023	Management	1	Yes	Elect Director Mark Dankberg	For	For	For	For	A vote FOR the director nominees is warranted.
ViaSat, Inc.	09/07/2023	Management	2	Yes	Elect Director Rajeev Suri	For	For	For	For	A vote FOR the director nominees is warranted.
ViaSat, Inc.	09/07/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ViaSat, Inc.	09/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ViaSat, Inc.	09/07/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ViaSat, Inc.	09/07/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.24 percent is excessive. * The plan allows for company loans to officers for the exercise of awards.
ViaSat, Inc.	09/07/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Viatris Inc.	12/15/2023	Management	1	Yes	Elect Director W. Don Cornwell	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	2	Yes	Elect Director JoEllen Lyons Dillon	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	3	Yes	Elect Director Elisha W. Finney	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	4	Yes	Elect Director Leo Groothuis	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	5	Yes	Elect Director Melina Higgins	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	6	Yes	Elect Director James M. Kilts	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	7	Yes	Elect Director Harry A. Korman	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	8	Yes	Elect Director Rajiv Malik	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	9	Yes	Elect Director Richard A. Mark	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	10	Yes	Elect Director Mark W. Parrish	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	11	Yes	Elect Director Scott A. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Viatris Inc.	12/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.
Viatris Inc.	12/15/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Viatris Inc.	12/15/2023	Management	14	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Viatris Inc.	12/15/2023	Management	15	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
VMware, Inc.	07/13/2023	Management	1	Yes	Elect Director Anthony Bates	For	For	For	For	Votes AGAINST non-independent nominees Michael Dell and Egon Durban are warranted for lack of a majority independent board. Votes AGAINST Michael Dell are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR Anthony Bates is warranted.
VMware, Inc.	07/13/2023	Management	2	Yes	Elect Director Michael Dell	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Dell and Egon Durban are warranted for lack of a majority independent board. Votes AGAINST Michael Dell are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR Anthony Bates is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VMware, Inc.	07/13/2023	Management	3	Yes	Elect Director Egon Durban	For	Against	Against	Against	Votes AGAINST non-independent nominees Michael Dell and Egon Durban are warranted for lack of a majority independent board. Votes AGAINST Michael Dell are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR Anthony Bates is warranted.
VMware, Inc.	07/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned, and no significant concerns are highlighted at this time.
VMware, Inc.	07/13/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
VMware, Inc.	07/13/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Western Digital Corporation	11/15/2023	Management	1	Yes	Elect Director Kimberly E. Alexy	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	2	Yes	Elect Director Thomas Caulfield	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	3	Yes	Elect Director Martin I. Cole	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	4	Yes	Elect Director Tunc Doluca	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	5	Yes	Elect Director David V. Goeckeler	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	6	Yes	Elect Director Matthew E. Massengill	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	7	Yes	Elect Director Reed B. Rayman	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	8	Yes	Elect Director Stephanie A. Streeter	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	9	Yes	Elect Director Miyuki Suzuki	For	For	For	For	A vote FOR the director nominee is warranted.
Western Digital Corporation	11/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. After last year's failed say-on-pay vote, the compensation committee took a number of actions in response to shareholder feedback and sufficiently responsive to shareholders' concerns. In addition, certain factors mitigate a pay-for-performance misalignment for the year in review. The CEO's total pay declined significantly year-over-year as problematic one-time actions were not repeated, and no annual incentives were paid for FY23, in line with below threshold performance. In addition, the committee made positive changes in FY24 annual incentive design in response to shareholder feedback. Some concern exists regarding a change to one-year performance periods for PSUs and the addition of an upside incentive. However, the CEO's total target LTI award remains majority performance-based and the upside incentive was replaced with a relative TSR modifier for FY24, in response to shareholder feedback.
Western Digital Corporation	11/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Western Digital Corporation	11/15/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Western Digital Corporation	11/15/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XP Inc.	10/06/2023	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR this resolution is warranted.
XP Inc.	10/06/2023	Management	2	Yes	Elect Director Frederico Seabra de Carvalho	For	For	For	For	Votes AGAINST Item 3 are warranted because: * The board is not majority independent. * The company lacks a formal nominating committee. * Guilherme Dias Fernandes Benchimol, Bruno Constantino Alexandre dos Santos, Martin Emiliano Escobari Lifchitz and Gabriel Klas da Rocha Leal are non-independent members of a key board committee. * The company has not presented the ratification of auditors to a shareholder vote. * The company has presented the election of directors as a single voting item, leaving shareholders with no option but to vote for or against all director nominees. A vote FOR director nominee Frederico Seabra de Carvalho is warranted.
XP Inc.	10/06/2023	Management	3	Yes	Elect Directors	For	Against	Against	Against	Votes AGAINST Item 3 are warranted because: * The board is not majority independent. * The company lacks a formal nominating committee. * Guilherme Dias Fernandes Benchimol, Bruno Constantino Alexandre dos Santos, Martin Emiliano Escobari Lifchitz and Gabriel Klas da Rocha Leal are non-independent members of a key board committee. * The company has not presented the ratification of auditors to a shareholder vote. * The company has presented the election of directors as a single voting item, leaving shareholders with no option but to vote for or against all director nominees. A vote FOR director nominee Frederico Seabra de Carvalho is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
XP Inc.	10/06/2023	Management	4	Yes	Amend Articles of Association	For	For	For	For	A vote FOR this item is warranted as, on balance, the proposed amendments to the company's articles do not appear to materially alter shareholder rights.

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TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
ALS Limited	1	Elect Leslie Desjardins as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
ALS Limited	2	Elect John Mulcahy as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
ALS Limited	3	Elect Peter Possemiers as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
ALS Limited	4	Elect Nigel Garrard as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
ALS Limited	5	Approve Remuneration Report	No	None	Against		Against	A VOTE AGAINST the remuneration report is warranted. Corporate governance concerns are noted for the following: - Retention bonuses awarded to the CFO Damasceno and EGM Jonsson at 100 percent of fixed remuneration and require continued service only for vesting. - Upward discretion exercised by the board to award a STI bonus at 38 percent of maximum to the EGM Jonsson, despite disclosure that the NPAT threshold for the Food and Pharmaceutical business unit was not achieved. - Excessive upward board discretion in the award of retentions and STI bonuses. Analyst's Notes: Recommend following ISS recommendation and voting against this remuneration proposal. We do not believe in retention bonuses simply for continued service, and also awarding a short term bonus for not meeting objectives does not meet best practices (or common sense) standards.	No	No	Yes
ALS Limited	6	Approve the Amendments to the Company's Con	No	For	For		For	Always vote FOR this proposal.	No	No	Yes

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TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
ALS Limited	7	Approve Grant of 2022 Performance Rights to M	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.00) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:0.59) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
ALS Limited	8	Approve Grant of 2023 Performance Rights to M	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.00) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:0.59) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
ALS Limited	9	Approve Financial Assistance in Relation to the A	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
APM Human Services International Ltd	1	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
APM Human Services International Ltd	2	Elect Megan Wynne as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
APM Human Services International Ltd	3	Elect Simone Blank as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
APM Human Services International Ltd	4	Elect Robert Melia as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

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TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
APM Human Services International Ltd	5	Elect Timothy Sullivan as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
APM Human Services International Ltd	6	Approve Grant of Performance Rights to Megan V	No	For	Against		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.20) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:1.03) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	Yes	Yes
APM Human Services International Ltd	7	Approve Grant of Performance Rights to Michael	No	For	Against		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.20) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:1.03) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	Yes	Yes
Arcadis NV	1a	Open Meeting	Yes					This is a non-voting item.	No	No	Yes
Arcadis NV	1b	Receive Announcements	Yes					This is a non-voting item.	No	No	Yes
Arcadis NV	2a	Elect L.M. Morant to Supervisory Board	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Arcadis NV	2b	Elect P. de Wit to Supervisory Board	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Arcadis NV	3	Allow Questions	Yes					This is a non-voting item.	No	No	Yes
Arcadis NV	4	Close Meeting	Yes					This is a non-voting item.	No	No	Yes
Auto Trader Group Plc	1	Accept Financial Statements and Statutory Report	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Auto Trader Group Plc	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Auto Trader Group Plc	3	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes

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TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

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

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TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Auto Trader Group Plc	8	Re-elect Jeni Mundy as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	9	Re-elect Catherine Faiers as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	10	Re-elect Jamie Warner as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	11	Re-elect Sigga Sigurdardottir as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

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TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

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

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Carsales.Com Limited	4a	Approve Grant of Rights to Cameron McIntyre	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.00) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:0.22) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
Carsales.Com Limited	4b	Approve Grant of Performance Rights to Cameron McIntyre	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.00) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:0.22) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
Carsales.Com Limited	5	Approve the Change of Company Name to CAR GROUP LIMITED	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	1	Accept Financial Statements and Statutory Report	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	2	Re-elect Kevin Rountree as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	3	Re-elect Rachel Tongue as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	4	Re-elect John Brewis as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

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Games Workshop Group Plc	5	Re-elect Kate Marsh as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	6	Re-elect Randal Casson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	7	Elect Mark Lam as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	8	Reappoint KPMG LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	9	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	10	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	11	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Games Workshop Group Plc	12	Authorise Issue of Equity without Pre-emptive Right	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Games Workshop Group Plc	13	Authorise Issue of Equity without Pre-emptive Right	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Games Workshop Group Plc	14	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Games Workshop Group Plc	15	Approve Matters Relating to the Dividend Rectification	No	None	For		For	Always vote FOR this proposal.	No	No	Yes
IMDEX Limited	1	Elect Trace Arlaud as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
IMDEX Limited	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes

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IPH Limited	3	Elect David Wiadrowski as Director	No	For	For		For	The nominee is not independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
IPH Limited	4a	Ratify Past Issuance of S&B Earn Out Shares to Sr	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
IPH Limited	4b	Ratify Past Issuance of AM Earn Out Shares to Ap	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
IPH Limited	4c	Ratify Past Issuance of Consideration Shares to R	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
IPH Limited	5	Approve Grant of Performance Rights to Andrew	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.00) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:0.58) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
IPH Limited	6	Approve the Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Safestore Holdings Plc	1	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Safestore Holdings Plc	2	Amend 2020 Long Term Incentive Plan	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:10.00) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:10.00) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3) Plan awards lack performance conditions. (False)	No	No	Yes
Shoei Co. Ltd. (7839)	1	Approve Allocation of Income, with a Final Divide	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Shoei Co. Ltd. (7839)	2.1	Elect Director Ishida, Kenichiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Shoei Co. Ltd. (7839)	2.2	Elect Director Yamaguchi, Hiroshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Shoei Co. Ltd. (7839)	3.1	Appoint Statutory Auditor Miyakawa, Atsuyuki	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Shoei Co. Ltd. (7839)	3.2	Appoint Statutory Auditor Morita, Masaru	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes
Shoei Co. Ltd. (7839)	3.3	Appoint Statutory Auditor Watanabe, Tamako	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Shoei Co. Ltd. (7839)	4	Approve Compensation Ceiling for Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Shoei Co. Ltd. (7839)	5	Approve Compensation Ceiling for Statutory Aud	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Steadfast Group Limited	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Steadfast Group Limited	3	Approve Grant of Deferred Equity Awards to Rob	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.00) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:0.07) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
Steadfast Group Limited	4	Approve Termination Benefits Generally	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes

B.1.a

TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Steadfast Group Limited	5	Elect Vicki Allen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Steadfast Group Limited	6	Elect Gai McGrath as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	1	Accept Financial Statements and Statutory Report	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	2	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	3	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	4	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	5	Re-elect Gerry Murphy as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	6	Re-elect Nick Hampton as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Tate & Lyle Plc	11	Re-elect Lars Frederiksen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	12	Re-elect Kimberly Nelson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	13	Re-elect Sybella Stanley as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	14	Re-elect Warren Tucker as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	15	Reappoint Ernst & Young LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	16	Authorise the Audit Committee to Fix Remunerat	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	17	Authorise UK Political Donations and Expenditure	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	18	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	19	Authorise Issue of Equity without Pre-emptive Rig	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	20	Authorise Issue of Equity without Pre-emptive Rig	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	21	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	22	Authorise the Company to Call General Meeting v	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes
TGS ASA	1	Open Meeting; Registration of Attending Sharehd	Yes					This is a non-voting item.	No	No	Yes

B.1.a

TIMESQUARE - Proxy Votes July - December 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommen dation	ISS Recommend ation	Glass Lewis Recommen dation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
TGS ASA	2	Elect Chairman of Meeting; Designate Inspector(s)	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
TGS ASA	3	Approve Notice of Meeting and Agenda	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
TGS ASA	4	Approve Merger Agreement with PGS ASA	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
The Restaurant Group Plc	1	Approve Matters Relating to the Recommended	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
The Restaurant Group Plc	1	Approve Scheme of Arrangement	No	For	For		For	Always vote FOR this proposal.	No	No	Yes

Board Statistics Report

B.1.b



Parameters Used:

Location(s): All locations
 Account Group(s): All account groups
 Institution Account(s): All institution accounts
 Custodian Account(s): All custodian accounts
 Reporting Period: 10/1/23 to 3/31/24

Meeting Overview

Category	Number	Percentage
Number of votable meetings	260	
Number of meetings voted	260	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	139	53.46%

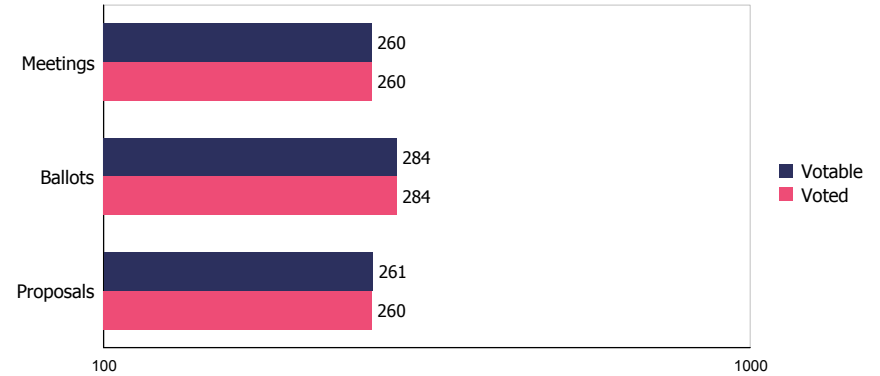
Ballot Overview

Category	Number	Percentage
Number of votable ballots	284	
Number of ballots voted	284	100.00%

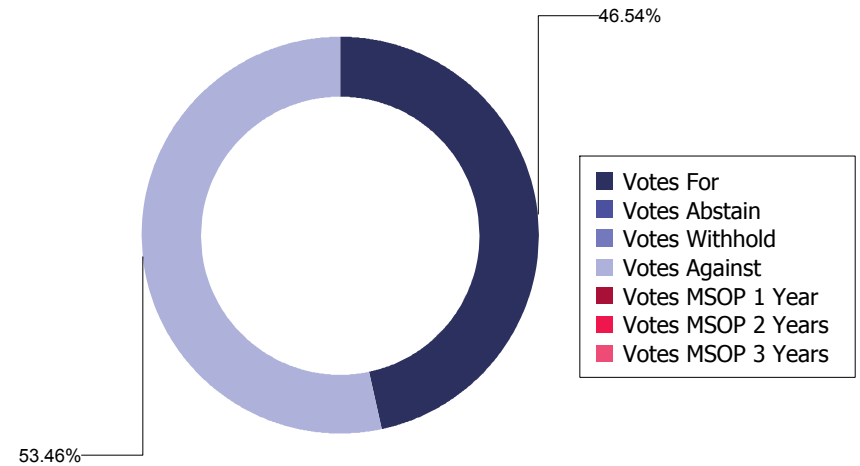
Proposal Overview

Category	Number	Percentage
Number of votable items	261	
Number of items voted	260	99.62%
Number of votes FOR	121	46.54%
Number of votes AGAINST	139	53.46%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP Frequency 1 Year	0	0.00%
Number of votes on MSOP Frequency 2 Years	0	0.00%
Number of votes on MSOP Frequency 3 Years	0	0.00%
Number of votes With Policy	260	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	121	46.54%
Number of votes Against Mgmt	139	53.46%
Number of votes on MSOP (exclude frequency)	260	100.00%
Number of votes on Shareholder Proposals	0	0.00%

Voting Statistics



Vote Cast Statistics

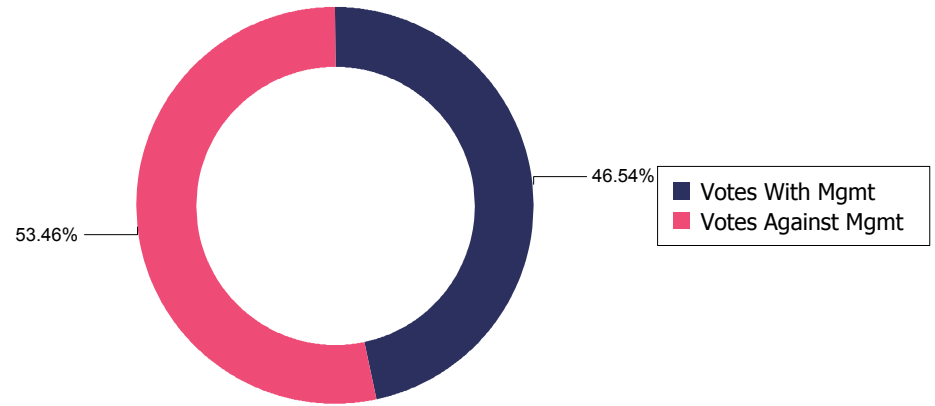


Note: "MSOP" frequency = Management Say On Pay frequency proposal votes allow shareholders to determine whether, going forward, the "say-on-pay" vote to approve compensation should occur every one, two, or three years. For all calculations in this report, only ballots in status Confirmed or Sent are considered voted. All other ballot statuses are considered unvoted. Do Not Vote instructions are not considered voted and re-registration events are not included. Notwithstanding the above, each unique vote cast is counted within all calculations. In cases of different votes submitted for an individual agenda item, votes cast are discretely counted by vote cast (For, Against, etc.) per proposal. This may result in voting totals exceeding the number of votable items. Withhold vote instructions, predominantly seen in the US market for companies using a plurality vote standard, denote a contrary vote opinion on director elections; for further information, please review ISS' policy guidelines : <https://www.issgovernance.com/policy-gateway/voting-policies>

B.1.b

Vote Alignment with Policy
 No graphical representation provided.

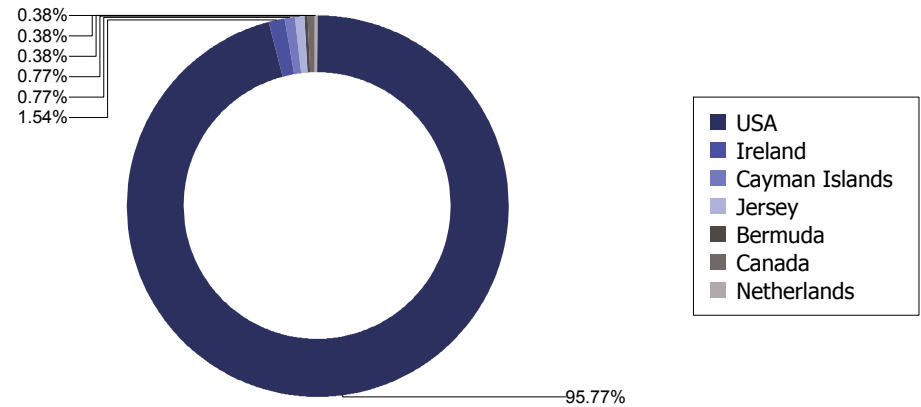
Vote Alignment with Management



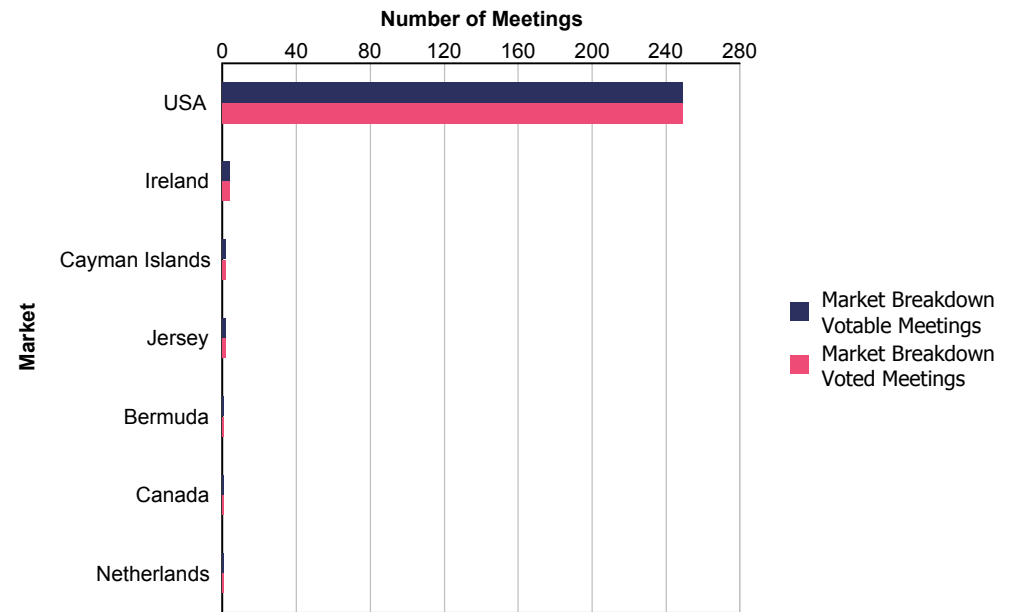
Market Breakdown

Market	Votable Meetings	Voted Meetings	Percentage
USA	249	249	100.00%
Ireland	4	4	100.00%
Cayman Islands	2	2	100.00%
Jersey	2	2	100.00%
Bermuda	1	1	100.00%
Canada	1	1	100.00%
Netherlands	1	1	100.00%

Meetings Voted by Market



Market Voting Statistics



B.1.b

DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
1-800-FLOWERS.COM, Inc.	12/14/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
A-Mark Precious Metals, Inc.	11/15/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
ABM Industries Incorporated	03/27/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Accuray Incorporated	11/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
Acuity Brands, Inc.	01/24/2024	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Adtalem Global Education Inc.	11/08/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Affirm Holdings, Inc.	12/04/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted because:- The company provided the CEO an inordinate amount of home/personal security benefits.- The company did not disclose metrics used in the long-term incentive program.	Yes	Yes	Yes	No
Akoustis Technologies, Inc.	11/02/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Public Fund	A vote AGAINST this proposal is warranted as the identified pay-for-performance misalignment has not been mitigated at this time. The performance goals and the actual results under the STI are not disclosed. In addition, the equity awards are not sufficiently performance-based.	Yes	Yes	No	No
Alico, Inc.	02/23/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Alpha and Omega Semiconductor Limited	11/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
AngioDynamics, Inc.	11/14/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
Applied Industrial Technologies, Inc.	10/24/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
Aramark	01/30/2024	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Arrow Financial Corporation	10/25/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Ashland Inc.	01/23/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No

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DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
Atkore, Inc.	01/30/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Aviat Networks, Inc.	11/08/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	Yes	No	No	No
Avid Bioservices, Inc.	10/23/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	Yes	No	No	No
Avnet, Inc.	11/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	Yes	No	No	No
Axos Financial, Inc.	11/09/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Public Fund	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated only limited responsiveness to last year's failed say-on-pay vote. While the company engaged with shareholders and shareholders' specific feedback are disclosed, the company did not disclose any changes to the pay program to address concerns.	Yes	Yes	No	No
Azenta, Inc.	01/30/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Barnes & Noble Education, Inc.	10/05/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay support. In addition, pay and performance are reasonably aligned at this time.	Yes	No	No	No
Bassett Furniture Industries, Incorporated	03/06/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Beazer Homes USA, Inc.	02/08/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
BellRing Brands, Inc.	01/31/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Berry Global Group, Inc.	02/14/2024	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No

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DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
BGC Group, Inc.	11/14/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Public Fund	A vote AGAINST this proposal is warranted. The CEO's base salary and annual incentive award are outsized, particularly considering the CEO devotes only part of his working time to company matters. In addition, there is limited disclosure of the goals and actual results for the STI plan, which is heavily reliant on committee discretion. Further, the equity program is complex and unclear, which makes it difficult to assess the rigor of the program. Lastly, concerns are identified given the company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions, equity awards that allow for auto-accelerated vesting upon a change-in-control event, the company's lack of risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives, and the company-selected peer group that contains several firms that are significantly larger than the company on a revenue basis.	Yes	Yes	No	No
Brinker International, Inc.	11/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Cabot Corporation	03/07/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
CACI International Inc	10/19/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Cal-Maine Foods, Inc.	10/06/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Cantaloupe, Inc.	11/30/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Capitol Federal Financial, Inc.	01/23/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted because: - The company provided the CEO an inordinate amount of life insurance perquisites. - The company provided tax gross-up payment for the CEO's life insurance perquisite. - The company maintains legacy agreements that contain an excessive severance payout basis change-in-control provision. - Equity awards allow for auto-accelerated vesting upon a change-in-control event. - The company did not condition vesting of long-term awards on achievement of performance goals.	Yes	Yes	Yes	No
Carpenter Technology Corporation	10/10/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No

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DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
Catalent, Inc.	01/25/2024	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Cerence Inc.	02/15/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Champions Oncology, Inc.	10/19/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Public Fund	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The company does not disclose any pre-set metrics and goals for the CEO's bonus and the CFO's bonus and equity award.	Yes	Yes	Yes	No
Ciena Corporation	03/21/2024	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Cimpress Plc	12/14/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	No	No
Cineverse Corp.	12/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Coherent Corp.	11/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted, with caution. There are certain structural issues that warrant continued monitoring, including annual equity awards that predominantly lack performance criteria, and one-time merger-related RSUs that vest over a relatively short two-year period. However, there are significant mitigators for the year in review, including that realized pay outcomes were well below-target for the year in review and that, for FY24, LTI awards will be primarily performance-conditioned with payouts tied to additional objective performance metrics.	Yes	No	No	No
Commercial Metals Company	01/10/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Compass Minerals International, Inc.	03/05/2024	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Comtech Telecommunications Corp.	12/14/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness following last year's low say-on-pay support.	Yes	No	No	No
Concentrix Corporation	03/21/2024	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Consumer Portfolio Services, Inc.	11/14/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	No	No
CSP Inc.	02/06/2024	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA		Yes	Yes	Yes	No

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DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
Delta Apparel, Inc.	02/20/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Digi International Inc.	01/29/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
DLH Holdings Corp.	03/14/2024	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Donaldson Company, Inc.	11/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Edgewell Personal Care Company	02/01/2024	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
eGain Corporation	12/05/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Electromed, Inc.	11/10/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Embeckta Corp.	02/07/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Enanta Pharmaceuticals, Inc.	03/06/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Energizer Holdings, Inc.	01/29/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Enerpac Tool Group Corp.	01/25/2024	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	No	No
ESCO Technologies Inc.	02/07/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
ESSA Bancorp, Inc.	03/07/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Ethan Allen Interiors Inc.	11/09/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Evolution Petroleum Corporation	12/07/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Extreme Networks, Inc.	11/08/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
Fabrinet	12/12/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Farmer Bros. Co.	01/24/2024	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No

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DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
FG Group Holdings Inc.	12/06/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Flexsteel Industries, Inc.	12/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Forestar Group, Inc.	01/16/2024	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Franklin Covey Co.	01/19/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Frequency Electronics, Inc.	10/05/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Freshpet, Inc.	10/10/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted. A pay-for-performance misalignment exists for the year under review; however, mitigating factors have been identified. Annual incentives were entirely performance-based, while below target payouts were in-line with recent company performance. In addition, the CEO did not receive long-term incentives for the year in review following a front-loaded award granted in FY20. However, continued monitoring of the committee's pay decisions are warranted, as the new CFO's inducement awards were entirely time-based.	Yes	No	No	No
Genasys Inc.	03/14/2024	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Geospace Technologies Corporation	02/08/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
GMS Inc.	10/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Grid Dynamics Holdings, Inc.	12/19/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA		Yes	Yes	No	No
Griffon Corporation	03/20/2024	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Guidewire Software, Inc.	12/19/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Hallmark Financial Services, Inc.	10/05/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.	Yes	No	No	No
Haynes International, Inc.	02/21/2024	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Hillenbrand, Inc.	02/20/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No

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DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
HomeTrust Bancshares, Inc.	11/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Hovnanian Enterprises, Inc.	03/21/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Hurco Companies, Inc.	03/14/2024	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
i3 Verticals, Inc.	02/22/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company does not disclose any pre-set metrics and goals for the other NEOs' bonus and equity awards.	Yes	Yes	Yes	No
IES Holdings, Inc.	02/22/2024	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Ingles Markets, Incorporated	02/13/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Insteel Industries, Inc.	02/13/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Jack in the Box Inc.	03/01/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
John B. Sanfilippo & Son, Inc.	11/02/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Johnson Outdoors Inc.	02/28/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Kearny Financial Corp.	10/26/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Kennametal, Inc.	10/24/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as mitigating factors for this year's pay-for-performance misalignment have been identified. While some concerns are noted, annual incentives were primarily determined by pre-set objective metrics with clearly disclosed goals, and the FY24 annual incentive will be entirely determined by objective metrics. Moreover, a majority of long-term incentives were performance conditioned and forward-looking performance targets are disclosed. However, continued monitoring is warranted given the relatively short one-year performance periods for most PSUs and the increase in the underlying award value in FY23.	Yes	No	No	No

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DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
Key Tronic Corporation	10/26/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Kimball Electronics, Inc.	11/17/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
Lakeland Bancorp, Inc.	12/28/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excise tax gross-up change-in-control provisions as well as equity award arrangements that provide for automatic accelerated vesting upon a change-in-control event.	Yes	Yes	Yes	No
Lancaster Colony Corporation	11/08/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Lantronix, Inc.	11/07/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Lee Enterprises, Incorporated	02/22/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA		Yes	Yes	No	No
LifeVantage Corporation	11/06/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	MCERA	DO NOT VOTE on this card.	Yes	No	No	No
LifeVantage Corporation	11/06/2023	Management	Yes	32	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	MCERA	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Limoneira Company	03/26/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Lindsay Corporation	01/09/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Lions Gate Entertainment Corp.	11/28/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA	A vote AGAINST this proposal is warranted. Annual incentives were awarded above target despite financial targets set below achievement in the prior year and the program utilizes a large amount of committee discretion. Additionally, though performance targets appear rigorous, proxy disclosure of the FY23 performance grants was relatively poor, and the FY24 grant to the CEO appears to utilize one-year performance periods. Additionally, one NEO received severance benefits upon a voluntary resignation, which is considered a problematic pay practice and the provision of an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No	No
Liquidity Services, Inc.	02/29/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No

B.1.b

DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
LSI Industries Inc.	11/01/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
Luther Burbank Corporation	10/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
MACOM Technology Solutions Holdings, Inc.	03/07/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.	Yes	Yes	Yes	No
Madison Square Garden Entertainment Corp.	12/06/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Madison Square Garden Sports Corp.	12/11/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Malibu Boats, Inc.	10/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
MarineMax, Inc.	02/22/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Mastercraft Boat Holdings, Inc.	10/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	Yes	No	No	No
Matrix Service Company	11/14/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
MAXIMUS, Inc.	03/12/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
MillerKnoll, Inc.	10/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Public Fund	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	Yes	No
Model N, Inc.	02/15/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Moog Inc.	02/06/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Mueller Water Products, Inc.	02/28/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
National Fuel Gas Company	03/08/2024	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Natural Grocers by Vitamin Cottage, Inc.	03/06/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
New Jersey Resources Corporation	01/24/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No

B.1.b

DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
Newmark Group, Inc.	10/05/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Public Fund	A vote AGAINST this proposal is warranted because: * The CEO's employment agreement was recently amended to provide for problematic excessive severance payments and multi-year guaranteed bonus. * The company provided the CEO an inordinate amount of auto-related perquisites. * The company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No	No
Northeast Bank	11/20/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Oil-Dri Corporation of America	12/13/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA		Yes	Yes	Yes	No
Optical Cable Corporation	03/26/2024	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA		Yes	Yes	Yes	No
Organovo Holdings, Inc.	10/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.	Yes	No	No	No
OSI Systems, Inc.	12/12/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Photronics, Inc.	03/27/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Plexus Corp.	02/14/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Post Holdings, Inc.	01/25/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Powell Industries, Inc.	02/14/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Premier, Inc.	12/01/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
PriceSmart, Inc.	02/01/2024	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Pro-Dex, Inc.	12/14/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No

B.1.b

DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
Provident Financial Holdings, Inc.	11/28/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA		Yes	Yes	No	No
Pure Cycle Corporation	01/17/2024	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Quanex Building Products Corporation	02/27/2024	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
QuinStreet, Inc.	10/27/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	Yes	No	No	No
Radiant Logistics, Inc.	11/15/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain an excise tax gross-up change-in-control provision.	Yes	Yes	Yes	No
Rafael Holdings, Inc.	01/10/2024	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. In addition, the identified pay-for-performance misalignment has only been somewhat mitigated at this time. Although the CEO's bonuses are entirely discretionary, his total compensation significantly decreased due to not receiving equity awards for this year, making his total compensation more in line with the peer median and company performance.	Yes	Yes	Yes	No
RCM Technologies, Inc.	12/14/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA		Yes	Yes	Yes	No
Resources Connection, Inc.	10/19/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
REV Group, Inc.	02/29/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
RGC Resources, Inc.	01/29/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted because: * The company has change-in-control agreements that contain excessive severance payout basis; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * No specific performance goals were disclosed for certain performance-based awards under the company's short- and long-term incentive programs.	Yes	Yes	Yes	No

B.1.b

DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
Richardson Electronics, Ltd.	10/10/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Public Fund	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	Yes	No
Sally Beauty Holdings, Inc.	01/25/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Sanmina Corporation	03/11/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
ScanSource, Inc.	01/25/2024	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Schnitzer Steel Industries, Inc.	01/30/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
SelectQuote, Inc.	11/14/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
SMART Global Holdings, Inc.	02/09/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Sonos, Inc.	03/11/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Southern Missouri Bancorp, Inc.	10/30/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Sphere Entertainment Co.	12/08/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	No	No
Standex International Corporation	10/24/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	Yes	No	No	No
Stitch Fix, Inc.	12/12/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA	A vote AGAINST this proposal is warranted. The company's equity awards and the new CEO's sign-on equity awards were entirely time-based and lacked any long-term performance criteria. Investors generally prefer for at least a portion of grants to require the achievement of performance vesting criteria. Furthermore, while annual incentive awards remain based primarily on objective financial performance metrics, some concern is noted surrounding target goal setting.	Yes	Yes	No	No
StoneX Group Inc.	02/27/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No

B.1.b

DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
STRATTEC SECURITY CORPORATION	10/10/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Public Fund	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	Yes	No
Stride, Inc.	12/07/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Surmodics, Inc.	02/08/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Synaptics Incorporated	10/24/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Public Fund	A vote AGAINST this proposal is warranted. Though positive features are noted in the STI and LTI programs, including that significant portions of both programs were based on pre-set financial metrics and that pay outcomes in the STI program are in line with recent company performance, a number of major concerns are noted. In particular, the target annual equity grant value increased significantly in FY2023, and the proxy does not provide any rationale for this increase in pay. Target setting is also a concern in the STI and LTI programs, while the maximum vesting opportunity for a portion of the LTI award was set at 300 percent of target, which exceeds market norms. Lastly, over half of the performance equity merely utilizes a one-year performance period.	Yes	Yes	No	No
Tetra Tech, Inc.	02/29/2024	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
The AZEK Company Inc.	03/01/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	MCERA	A vote AGAINST this proposal is warranted. Annual incentives are primarily based on pre-set objective metrics, and equity awards are half performance-conditioned with performance measured over a multi-year period. However, CEO pay increased by 25 percent year-over-year, without specific rationale. This included a significant increase in the target opportunity of the CEO's equity awards, contributing to the misalignment between pay and performance for the year in review. Further, while closing cycle goals and actual results are disclosed, forward-looking goals for PSUs are not provided.	Yes	Yes	No	No
The Duckhorn Portfolio, Inc.	01/19/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
The Greenbrier Companies, Inc.	01/05/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No

B.1.b

DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
The Hain Celestial Group, Inc.	10/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted, as sufficient mitigating factors have been identified for the pay-for-performance misalignment. While the new CEO's total pay was elevated in the year under review, this was primarily due to one-time make-whole awards provided for compensation she forfeited at her prior employer. Moreover, the STI and LTI target opportunities for the new CEO were set well below the former CEO pay levels and the majority of the pay program is tied to pre-set objective performance measures.	Yes	No	No	No
The L.S. Starrett Company	11/08/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Public Fund	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain single-trigger and excise tax gross-up change-in-control provisions. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not disclose performance goals for certain incentive and equity awards.	Yes	Yes	Yes	No
The RMR Group Inc.	03/27/2024	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	Yes	No
Timberland Bancorp, Inc.	01/23/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Toll Brothers, Inc.	03/12/2024	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Twin Disc, incorporated	10/26/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Twist Bioscience Corporation	02/06/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
UGI Corporation	01/26/2024	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Unifi, Inc.	10/31/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No

B.1.b

DIMENSIONAL FUND ADVISORS - PROXY VOTES - EXECUTIVE COMPENSATION - October 1, 2023 through March 31, 2024

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy	Voting Policy Rationale	Voted	Vote Against Management	Vote Against ISS	Vote Against Policy
UniFirst Corporation	01/09/2024	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
United Natural Foods, Inc.	12/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Universal Technical Institute, Inc.	03/07/2024	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Value Line, Inc.	10/06/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	No
Valvoline Inc.	01/25/2024	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Varex Imaging Corporation	02/08/2024	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	MCERA		Yes	No	No	No
Viavi Solutions Inc.	11/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Public Fund	A vote FOR this proposal is warranted. A pay-for-performance misalignment exists for the year in review, though mitigating factors have been identified. The CEO's total pay in FY23 declined slightly and reflected the absence of any one-time awards after the compensation committee made a commitment not to grant one-time awards for at least three years. In addition, annual incentives were based on objective metrics with rigorous targets, and the CEO's incentive did not pay out, in alignment with company performance. Additionally, equity awards were half performance-conditioned, and relative TSR targets above-median performance.	Yes	No	No	No
WaFd, Inc.	02/13/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No
Woodward, Inc.	01/24/2024	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	MCERA	The CEO Pay Ratio exceeds 100.	Yes	Yes	Yes	No

Board Statistics Report

B.1.b



Parameters Used:

Location(s): All locations
 Account Group(s): All account groups
 Institution Account(s): Dimensional Fund Advisors
 Custodian Account(s): All custodian accounts
 Reporting Period: 10/1/23 to 3/31/24

Meeting Overview

Category	Number	Percentage
Number of votable meetings	182	
Number of meetings voted	182	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	76	41.76%

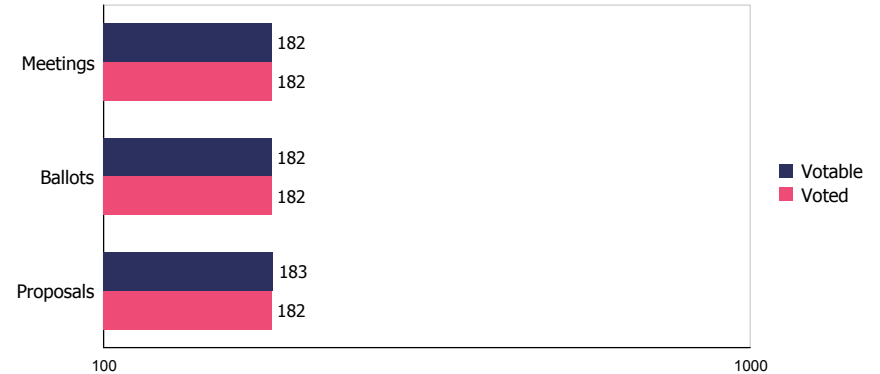
Ballot Overview

Category	Number	Percentage
Number of votable ballots	182	
Number of ballots voted	182	100.00%

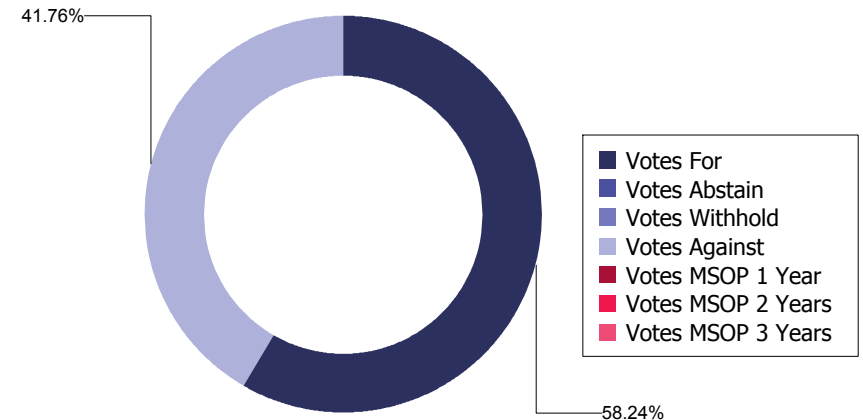
Proposal Overview

Category	Number	Percentage
Number of votable items	183	
Number of items voted	182	99.45%
Number of votes FOR	106	58.24%
Number of votes AGAINST	76	41.76%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP Frequency 1 Year	0	0.00%
Number of votes on MSOP Frequency 2 Years	0	0.00%
Number of votes on MSOP Frequency 3 Years	0	0.00%
Number of votes With Policy	182	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	106	58.24%
Number of votes Against Mgmt	76	41.76%
Number of votes on MSOP (exclude frequency)	182	100.00%
Number of votes on Shareholder Proposals	0	0.00%

Voting Statistics



Vote Cast Statistics

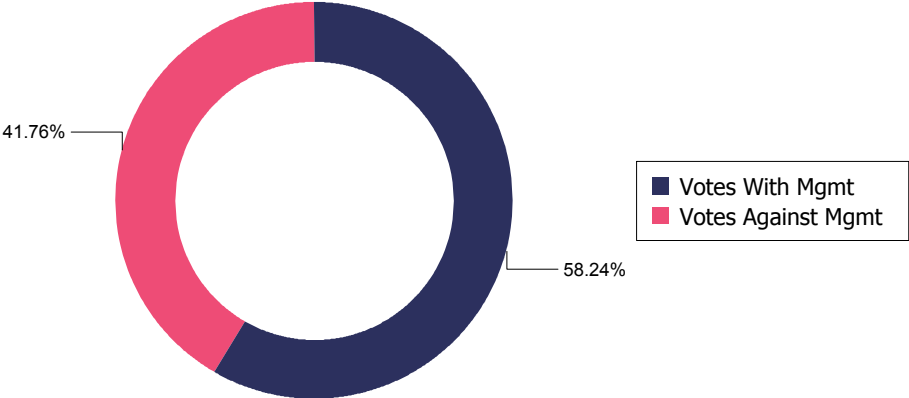


Note: "MSOP" frequency = Management Say On Pay frequency proposal votes allow shareholders to determine whether, going forward, the "say-on-pay" vote to approve compensation should occur every one, two, or three years. For all calculations in this report, only ballots in status Confirmed or Sent are considered voted. All other ballot statuses are considered unvoted. Do Not Vote instructions are not considered voted and re-registration events are not included. Notwithstanding the above, each unique vote cast is counted within all calculations. In cases of different votes submitted for an individual agenda item, votes cast are discretely counted by vote cast (For, Against, etc.) per proposal. This may result in voting totals exceeding the number of votable items. Withhold vote instructions, predominantly seen in the US market for companies using a plurality vote standard, denote a contrary vote opinion on director elections; for further information, please review ISS' policy guidelines : <https://www.issgovernance.com/policy-gateway/voting-policies>

B.1.b

Vote Alignment with Policy
 No graphical representation provided.

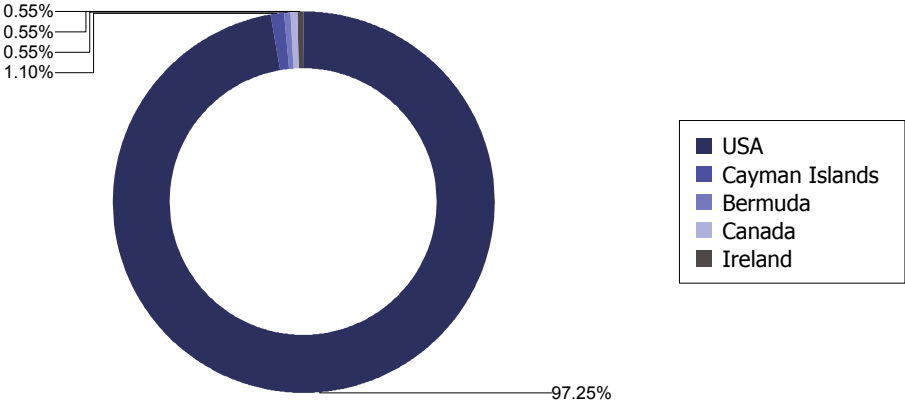
Vote Alignment with Management



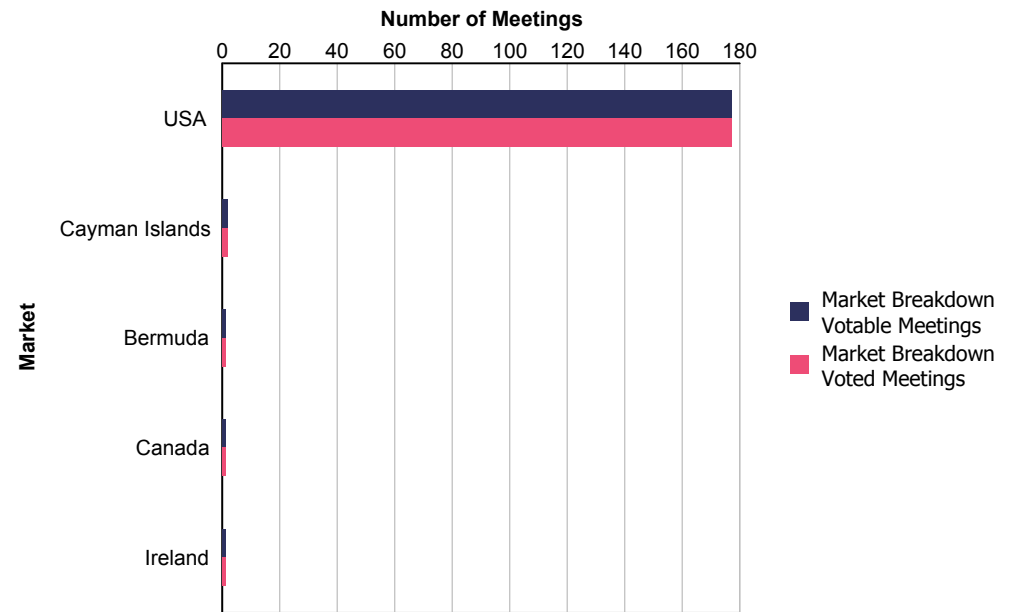
Market Breakdown

Market	Votable Meetings	Voted Meetings	Percentage
USA	177	177	100.00%
Cayman Islands	2	2	100.00%
Bermuda	1	1	100.00%
Canada	1	1	100.00%
Ireland	1	1	100.00%

Meetings Voted by Market



Market Voting Statistics



STATE STREET GLOBAL ADVISORS - Proxy Votes - Executive Compensation - October 1, 2023 through March 31, 2024

B.1.b

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Accenture plc	01/31/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisite. Further, the total amount of perquisite compensation for the CEO is deemed excessive.	Yes	Yes	No
Acuity Brands, Inc.	01/24/2024	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
AECOM	03/19/2024	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Agilent Technologies, Inc.	03/14/2024	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Air Products and Chemicals, Inc.	01/25/2024	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
AMC Entertainment Holdings, Inc.	11/08/2023	Management	19	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated limited responsiveness following last year's failed say-on-pay vote. In addition, after the 2022 performance cycle was completed and a majority of the 2022 tranche PSUs were forfeited, the committee made a new grant to executives intended as if the 2022 performance cycle had vested at maximum, which undermines the connection between pay and performance.	Yes	No	No
Amcor plc	11/08/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of aggregate perquisites; and * The company provided tax gross-up payment for the CEO's relocation perquisite.	Yes	Yes	No
Analog Devices, Inc.	03/13/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Apollo Global Management, Inc.	10/06/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. An NEO received very large partnership interest distributions resulting in excessive NEO pay. The company does not disclose a meaningful cap on such distributions.	Yes	No	No
Apple Inc.	02/28/2024	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Applied Materials, Inc.	03/07/2024	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Aramark	01/30/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ashland Inc.	01/23/2024	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Atlassian Corporation	12/06/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Atmos Energy Corporation	02/07/2024	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Automatic Data Processing, Inc.	11/08/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided tax gross-up payment for the CEO's relocation perquisite.	Yes	Yes	No
AutoZone, Inc.	12/20/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Avnet, Inc.	11/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Azenta, Inc.	01/30/2024	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Becton, Dickinson and Company	01/23/2024	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Berry Global Group, Inc.	02/14/2024	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Bill Holdings, Inc.	12/07/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

STATE STREET GLOBAL ADVISORS - Proxy Votes - Executive Compensation - October 1, 2023 through March 31, 2024 **B.1.b**

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Bio-Techne Corporation	10/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The compensation committee was sufficiently responsive to shareholders' concerns after last year's relatively low say-on-pay vote result by engaging with shareholders and making changes to address the primary concern expressed. However, an unmitigated pay-for-performance misalignment exists for the year under review. The CEO received a large front-loaded option grant that, even when annualized over the two years it is intended to cover, significantly elevated his total target equity value. While the award is entirely performance-based and the first tranche did not vest due to failure to achieve the threshold goal, vesting is based on one-year performance goals, and the company does not disclose the goal targets nor actual achievement for the FY23 tranche. In addition, some shareholders may be concerned by the new relative TSR metric's targeting of merely median performance of a comparator group that has not yet been disclosed. As a result of noted pay-for-performance concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Broadridge Financial Solutions, Inc.	11/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. A majority of the annual incentives are based on pre-set financial metrics. In addition, the company targets half of long-term incentives to be performance-based and will use a three-year performance period for FY24 awards.	No	No	No
CACI International Inc	10/19/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Cardinal Health, Inc.	11/15/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
Catalent, Inc.	01/25/2024	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Cencora, Inc.	03/12/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Ciena Corporation	03/21/2024	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Cintas Corporation	10/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial metrics. Although long-term incentives utilize the same financial metrics as the annual incentives, the CEO's equity awards were entirely performance-based.	No	No	No
Cisco Systems, Inc.	12/06/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Coherent Corp.	11/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There are certain structural issues that warrant continued monitoring, including annual equity awards that predominantly lack performance criteria, and one-time merger-related RSUs that vest over a relatively short two-year period. However, there are significant mitigators for the year in review, including that realized pay outcomes were well below-target for the year in review and that, for FY24, LTI awards will be primarily performance-conditioned with payouts tied to additional objective performance metrics.	No	No	No
Concentrix Corporation	03/21/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Copart, Inc.	12/08/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Costco Wholesale Corporation	01/18/2024	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
D.R. Horton, Inc.	01/17/2024	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Deere & Company	02/28/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Donaldson Company, Inc.	11/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Elastic N.V.	10/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

STATE STREET GLOBAL ADVISORS - Proxy Votes - Executive Compensation - October 1, 2023 through March 31, 2024 **B.1.b**

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Emerson Electric Co.	02/06/2024	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
F5, Inc.	03/14/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
FactSet Research Systems Inc.	12/14/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Fair Isaac Corporation	02/14/2024	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Ferguson Plc	11/28/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		Yes	Yes	No
Fox Corporation	11/17/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal use of corporate aircraft and security-related perquisites to the CEO. In addition, the total amount of perquisite compensation for the CEO is deemed excessive.	Yes	Yes	No
Guidewire Software, Inc.	12/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
HEICO Corporation	03/15/2024	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Hologic, Inc.	03/07/2024	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Intuit Inc.	01/18/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Jabil Inc.	01/25/2024	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Jack Henry & Associates, Inc.	11/14/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Jacobs Solutions, Inc.	01/24/2024	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Jefferies Financial Group Inc.	03/28/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Johnson Controls International plc	03/13/2024	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Keysight Technologies, Inc.	03/21/2024	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
KLA Corporation	11/01/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. In addition, annual incentives were based on a pre-set financial metric, and a majority of long-term incentives were performance conditioned and measured over multi-year periods.	No	No	No
Lam Research Corporation	11/07/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Long-term incentive awards are majority performance based and utilize a multi-year performance period. Some concerns are identified; however, as half of the annual incentive is earned based on individual performance, and performance assessment appears largely qualitative.	No	No	No
Madison Square Garden Sports Corp.	12/11/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Medtronic plc	10/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Mercury Systems, Inc.	10/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Micron Technology, Inc.	01/18/2024	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100. A vote AGAINST this proposal is warranted as the company provided an excessive personal security perquisite to the CEO.	Yes	Yes	No
Microsoft Corporation	12/07/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
National Fuel Gas Company	03/08/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
News Corp	11/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Nordson Corporation	03/05/2024	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
Nutanix, Inc.	12/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No

STATE STREET GLOBAL ADVISORS - Proxy Votes - Executive Compensation - October 1, 2023 through March 31, 2024

B.1.b

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Oracle Corporation	11/15/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Following the 12th consecutive low say-on-pay vote result, the proxy vaguely described shareholder engagement efforts, and though feedback is clearly disclosed, the committee did not make any substantive changes to the executive pay program to address shareholders' concerns. Additionally, while CEO pay and company performance were reasonably aligned for the year in review, there are concerns noted within the pay program. Most notably annual equity grants to certain NEOs do not utilize performance-conditioned equity, which is inconsistent with prevailing market practices. This concern is heightened given the magnitude of certain awards and specific shareholder requests for performance-conditioned equity during engagement. Additionally, Chairman Ellison received excessive security fee perquisites in FY23, and no additional disclosure is provided regarding a sharp increase in the value of this perquisite.	Yes	No	No
Palo Alto Networks, Inc.	12/12/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are significant concerns regarding incentive pay design and magnitude. While the STIP is based primarily on objective financial metrics, the matrix design allowed for nearly maximum payouts despite below-target achievement of one of the two primary metrics. Greater concerns are raised regarding equity award design and magnitude. Shareholders may appreciate that equity incentives are entirely performance-conditioned; however, the regular LTIP utilizes goals that are set and measured on an annual basis and the design carries significant upside potential. The value of the CEO's regular LTI awards more than doubled from the prior year's grants, and he also received a one-time \$113 million retention award. While the committee provides ample disclosure as to its rationale for the award, some shareholders may nevertheless question the size of the special award on top of the magnitude provided by the much larger regular LTIP grant. Furthermore, the company provided the CEO with excessive persona aircraft use and home/personal security benefits, and the total amount of perquisite compensation for the CEO is also deemed excessive. The company also provided tax gross-up payment for the CEO's personal use of corporate aircraft perquisite. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Parker-Hannifin Corporation	10/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO an inordinate amount of life insurance perquisites. * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision. * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Paychex, Inc.	10/12/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Some concerns are noted in the STI plan where certain targets were set below the prior year's goals, and the LTI plan utilizes a two-year measurement period. That being said, annual incentives are largely based on pre-set financial metrics, and half of the CEO's equity awards are performance based over a multi-year performance period.	No	No	No
Paylocity Holding Corporation	11/30/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Performance Food Group Company	11/30/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Post Holdings, Inc.	01/25/2024	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Premier, Inc.	12/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
PTC Inc.	02/14/2024	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
QUALCOMM Incorporated	03/05/2024	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Raymond James Financial, Inc.	02/22/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No

STATE STREET GLOBAL ADVISORS - Proxy Votes - Executive Compensation - October 1, 2023 through March 31, 2024						B.1.b							
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
ResMed Inc.	11/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.A vote AGAINST this proposal is warranted because the company provided the CEO an inordinate amount of personal use of corporate aircraft perquisites.	Yes	Yes	No
RingCentral, Inc.	12/29/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
Rockwell Automation, Inc.	02/06/2024	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
RPM International Inc.	10/05/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated only limited responsiveness to last year's low say-on-pay vote result. While the company engaged with investors following last year's annual meeting, the proxy does not detail the portion of investors the company met with, nor if directors participated. Although the company made certain improvements to the pay programs, it is unclear if such changes fully address investor feedback. Furthermore, an unmitigated pay-for-performance misalignment was again identified at the company and concerns are raised regarding the level of discretion in the annual incentive program and certain overlapping performance periods in the long-term program. Lastly, the company provided the CEO inordinate amounts of life insurance and financial planning perquisites, and equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	No	No
Starbucks Corporation	03/13/2024	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Sysco Corporation	11/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Tapestry, Inc.	11/02/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Though the majority of equity awards are time-based and forward-looking targets are not disclosed, performance shares use a multi-year performance period and annual incentives were based on pre-set financial metrics.	No	No	No
TD SYNEX Corporation	03/20/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Tetra Tech, Inc.	02/29/2024	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Texas Pacific Land Corp.	11/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		No	No	No
The AZEK Company Inc.	03/01/2024	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives are primarily based on pre-set objective metrics, and equity awards are half performance-conditioned with performance measured over a multi-year period. However, CEO pay increased by 25 percent year-over-year, without specific rationale. This included a significant increase in the target opportunity of the CEO's equity awards, contributing to the misalignment between pay and performance for the year in review. Further, while closing cycle goals and actual results are disclosed, forward-looking goals for PSUs are not provided.	Yes	No	No
The Clorox Company	11/15/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Cooper Companies, Inc.	03/19/2024	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
The Estee Lauder Companies Inc.	11/17/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided the CEO inordinate amounts of personal use of corporate aircraft perquisites and life insurance perquisites. * Although overall compensation levels for the CEO declined somewhat in FY23, his total annual pay and three-year cumulative pay are relatively high, and a review of the pay program reveals several concerning features. Specifically, the majority of equity awards continue to lack performance vesting conditions. Further, there are renewed concerns regarding high base salaries and STI payout opportunities. Finally, continued monitoring of the company's practice of granting large off-cycle equity, particularly given the size and structure of the awards in recent years.	Yes	No	No

STATE STREET GLOBAL ADVISORS - Proxy Votes - Executive Compensation - October 1, 2023 through March 31, 2024

B.1.b

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
The Procter & Gamble Company	10/10/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided the CEO inordinate amounts of personal use of corporate aircraft and life insurance perquisites.	Yes	Yes	No
Toll Brothers, Inc.	03/12/2024	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
TransDigm Group Incorporated	03/07/2024	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No
UGI Corporation	01/26/2024	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Valvoline Inc.	01/25/2024	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Viatris Inc.	12/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Western Digital Corporation	11/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. After last year's failed say-on-pay vote, the compensation committee took a number of actions in response to shareholder feedback and sufficiently responsive to shareholders' concerns. In addition, certain factors mitigate a pay-for-performance misalignment for the year in review. The CEO's total pay declined significantly year-over-year as problematic one-time actions were not repeated, and no annual incentives were paid for FY23, in line with below threshold performance. In addition, the committee made positive changes in FY24 annual incentive design in response to shareholder feedback. Some concern exists regarding a change to one-year performance periods for PSUs and the addition of an upside incentive. However, the CEO's total target LTI award remains majority performance-based and the upside incentive was replaced with a relative TSR modifier for FY24, in response to shareholder feedback.	No	No	No
WestRock Company	01/26/2024	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Woodward, Inc.	01/24/2024	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	Yes	No
Zscaler, Inc.	01/05/2024	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The CEO Pay Ratio exceeds 100.	Yes	No	No

Board Statistics Report

B.1.b



Parameters Used:

Location(s): All locations
 Account Group(s): All account groups
 Institution Account(s): State Street Global Advisors
 Custodian Account(s): All custodian accounts
 Reporting Period: 10/1/23 to 3/31/24

Meeting Overview

Category	Number	Percentage
Number of votable meetings	101	
Number of meetings voted	101	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	78	77.23%

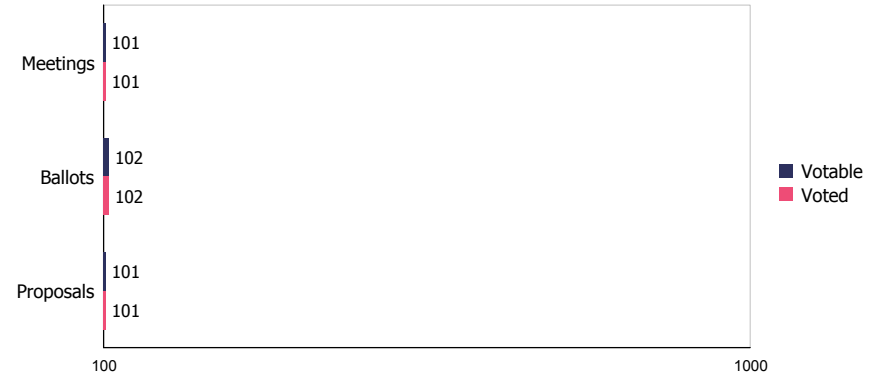
Ballot Overview

Category	Number	Percentage
Number of votable ballots	102	
Number of ballots voted	102	100.00%

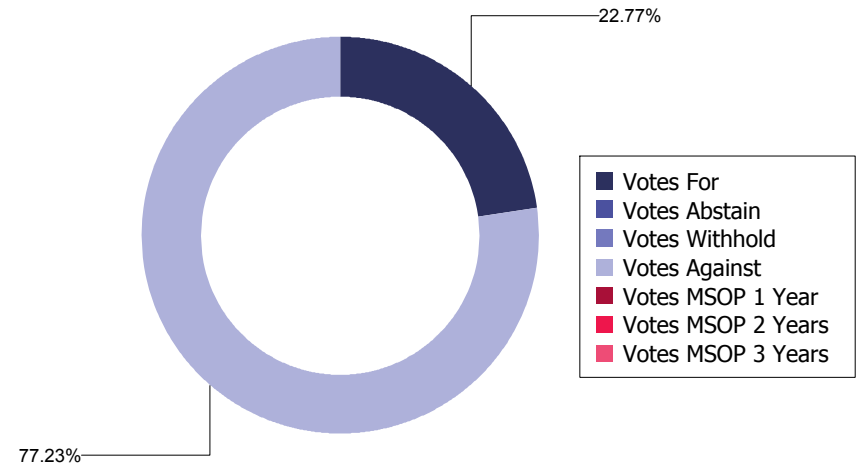
Proposal Overview

Category	Number	Percentage
Number of votable items	101	
Number of items voted	101	100.00%
Number of votes FOR	23	22.77%
Number of votes AGAINST	78	77.23%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP Frequency 1 Year	0	0.00%
Number of votes on MSOP Frequency 2 Years	0	0.00%
Number of votes on MSOP Frequency 3 Years	0	0.00%
Number of votes With Policy	101	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	23	22.77%
Number of votes Against Mgmt	78	77.23%
Number of votes on MSOP (exclude frequency)	101	100.00%
Number of votes on Shareholder Proposals	0	0.00%

Voting Statistics



Vote Cast Statistics

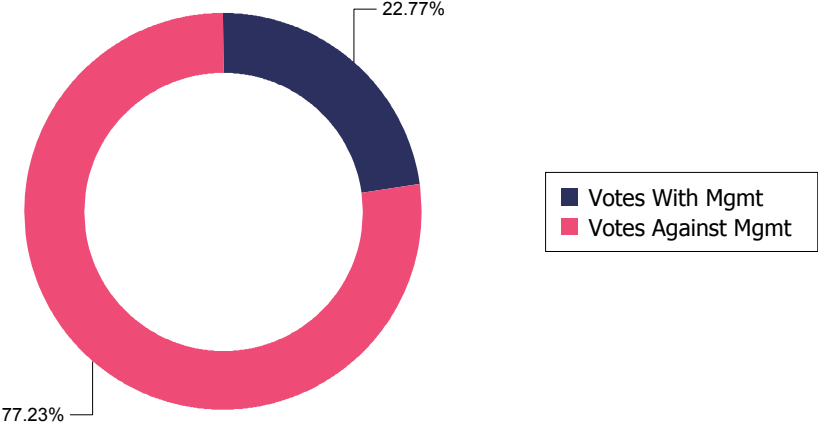


Note: "MSOP" frequency = Management Say On Pay frequency proposal votes allow shareholders to determine whether, going forward, the "say-on-pay" vote to approve compensation should occur every one, two, or three years. For all calculations in this report, only ballots in status Confirmed or Sent are considered voted. All other ballot statuses are considered unvoted. Do Not Vote instructions are not considered voted and re-registration events are not included. Notwithstanding the above, each unique vote cast is counted within all calculations. In cases of different votes submitted for an individual agenda item, votes cast are discretely counted by vote cast (For, Against, etc.) per proposal. This may result in voting totals exceeding the number of votable items. Withhold vote instructions, predominantly seen in the US market for companies using a plurality vote standard, denote a contrary vote opinion on director elections; for further information, please review ISS' policy guidelines : <https://www.issgovernance.com/policy-gateway/voting-policies>

B.1.b

Vote Alignment with Policy
 No graphical representation provided.

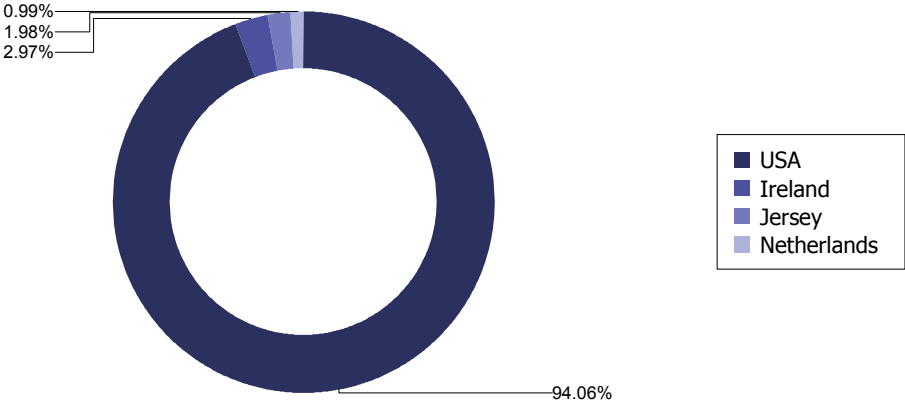
Vote Alignment with Management



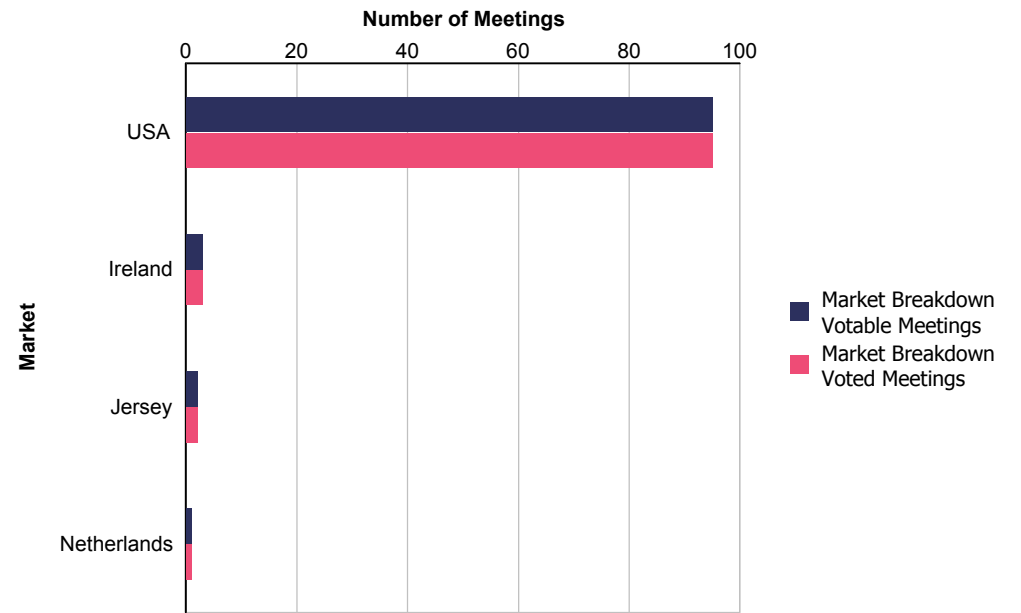
Market Breakdown

Market	Votable Meetings	Voted Meetings	Percentage
USA	95	95	100.00%
Ireland	3	3	100.00%
Jersey	2	2	100.00%
Netherlands	1	1	100.00%

Meetings Voted by Market



Market Voting Statistics





Governance Risk Report

02-Jan-2024

Reporting Period: 01-Oct-2023 to 31-Dec-2023

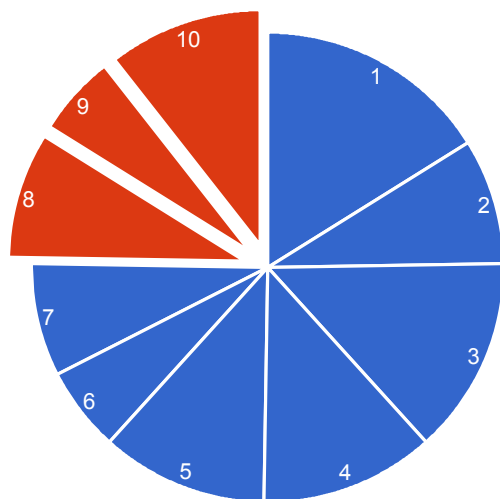
- > Artisan Partners
- > DIMENSIONAL FUND ADVISORS INC.*
- > Fidelity Boston--IPR
- > Marin County Employees Retirement Association
- > Morgan Stanley Investment Management- New York #132
- > State Street Global Advisors *
- > TimesSquare Capital Management, LLC

Largest Portfolio Positions with High Governance Risk

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

Company	Ticker	Position Value (USD) ¹	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
ITC Limited	500875	13.3 M	8	9	6	1	3
African Rainbow Minerals Ltd.	ARI	5.6 M	10	10	6	7	4
Minth Group Limited	425	4.5 M	8	1	10	7	10
Oracle Corporation	ORCL	2.9 M	10	10	10	5	9
Carsales.Com Limited	CAR	2.6 M	9	9	7	1	1
Palo Alto Networks, Inc.	PANW	1.6 M	10	6	10	9	4
Parker-Hannifin Corporation	PH	1.1 M	8	9	5	8	3
Cintas Corporation	CTAS	963,887.9	8	10	1	9	3
The Estee Lauder Companies Inc.	EL	916,941.8	10	10	10	10	4
APM Human Services International Ltd.	APM	878,968.5	8	8	8	5	6
Copart, Inc.	CPRT	744,799.7	8	10	9	2	9
BGC Group, Inc.	BGC	381,058.5	10	10	10	10	3
Cal-Maine Foods, Inc.	CALM	276,290.9	9	10	5	10	7
RPM International Inc.	RPM	259,209.7	9	6	10	9	4
Bio-Techne Corporation	TECH	218,231.8	10	4	10	1	9

Portfolio Risk by ISS Governance QualityScore



25%² of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of **10** through **8**.

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

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

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

Investment Manager Summary

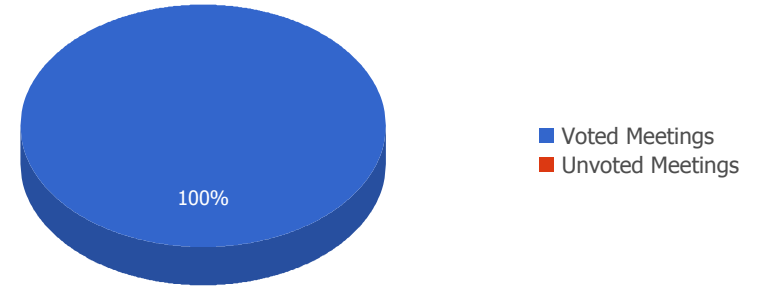
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 ¹	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
Artisan Partners	100%	0%	4%	0%	0%
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Fidelity Boston--IPR	100%	10%	11%	8%	10%
Marin County Employees Retirement Association	100%	27%	39%	24%	1%
Morgan Stanley Investment Management- New York #132	100%	33%	10%	10%	12%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	100%	29%	3%	8%	15%
TOTALS	100%	25%	34%	22%	3%

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

Meeting Overview

Category	Number
Votable Meetings	214
Meetings Voted	214
Proxy Contests Voted	1
Meetings with Against Management Votes	166
Meetings with Against ISS Votes	143

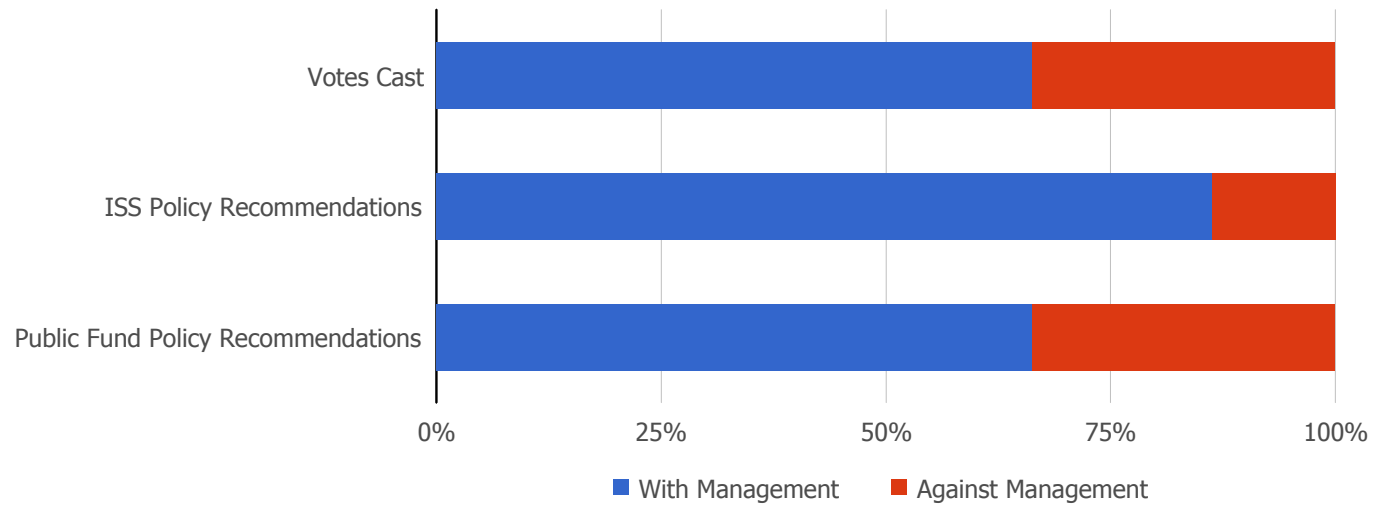
Comparison of Meetings Voted



With 214 meetings available to vote during the period, 214 were voted, equating to approximately 100% of the votable meetings with close to 0% unvoted.

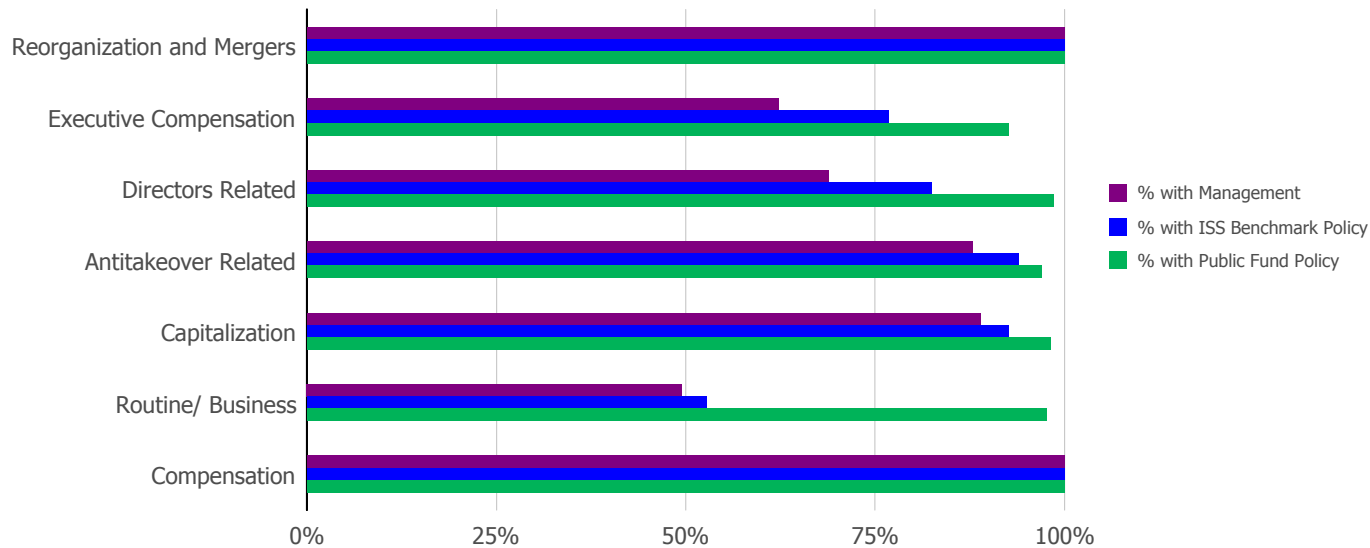
Alignment with Management

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 66% of cases, while the ISS Benchmark Policy recommendations are at 86%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 66% of proposals.



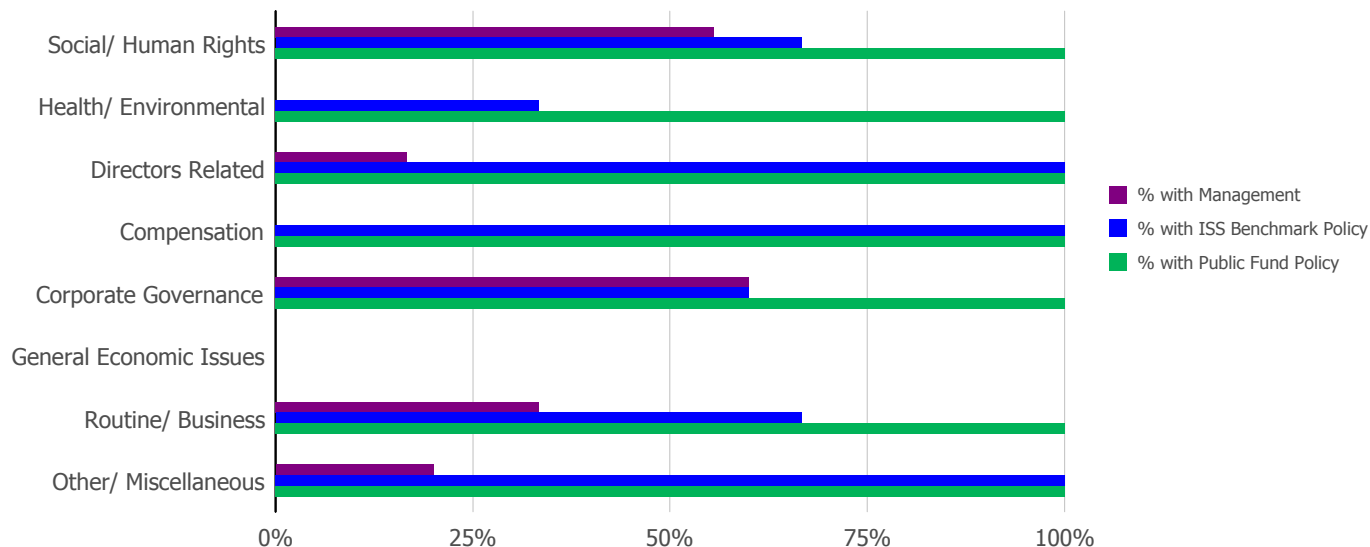
Votes Cast on Management Proposal Categories

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



Votes Cast on Shareholder Proposal Categories

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to Compensation, Health/ Environmental, at 100% and the lowest level of support for shareholder proposals related to Corporate Governance, with 40% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.



Contested Meetings Overview

Company	Ticker	ISS Governance QualityScore	Meeting Date	Position Value (USD)*	ISS Recommended Slate	Slate Voted	Key Takeaways
LifeVantage Corporation	LFVN		06-Nov-2023	22,232.6	Dissident	Dissident	Radoff-Sudbury Group, a group of shareholders that collectively own 12.8 percent of LFVN shares, has nominated three candidates to the seven-member board, targeting the two longest-tenured directors, Michael Beindorff and Chairman Garry Mauro, as well as the chair of the audit committee, Darwin Lewis. Despite the board's self-refreshment and multiple management overhauls, the company appears to have failed to find a sustainable path to growth and steady shareholder returns over the past 15 years, as evidenced by the share price volatility and uneven financial results. The company's lack of consistency over the years and certain decisions made by the board suggest that the presence of a significant shareholder representative with relevant industry experience would be beneficial. Shareholders are recommended to vote on the dissident card FOR dissident nominee Judd and company nominees Beindorff, Brockovich, Fife, Greer, Latham, and Lewis, and WITHHOLD votes from company nominee Mauro, as well as dissident nominees Lohner and Radoff. While the board's reasoning for adopting the poison pill (Item 5) was not necessarily entirely unreasonable at the time of implementation, it appears that the pill can no longer be credibly considered necessary.

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

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B.2

MCERA Governance Risk Managers Report Q4 2023

April 16, 2024

Security Name	MCERA Manager	Asset Class	ISS Position Value	MCERA Market Value	Period End Date
ITC Limited	Fidelity Institutional Asset Management	Emerging Markets	\$13.3 M	\$603 K	12/31/2023
African Rainbow Minerals LTD.	Fidelity Institutional Asset Management	Emerging Markets	\$5.6 M	\$5.1M	12/31/2023
Mint Group Limited	Morgan Stanley	International Value	\$4.5 M	\$1.1 M	12/31/2023
Oracle Corporation	State Street Global Advisors	Domestic Large Cap	\$2.9 M	\$1.4 M	12/31/2023
Carsales.Com Limited (Car Group)	TimesSquare	International Small Cap	\$2.6 M	\$1.6 M	12/31/2023
Palo Alto Networks, Inc.	State Street Global Advisors	Domestic Large Cap	\$1.6 M	\$708 K	12/31/2023
Parker-Hannifin Corporation	State Street Global Advisors	Domestic Large Cap	\$1.1 M	\$372 K	12/31/2023
Cintas Corporation	State Street Global Advisors	Domestic Large Cap	\$963 K	\$310 K	12/31/2023
The Estee Lauder Companies, Inc.	State Street Global Advisors	Domestic Large Cap	\$916 K	\$634 K	12/31/2023
APM Human Services International LTD.	TimesSquare	International Small Cap	\$878 K	\$1.0 M	12/31/2023
Copart, Inc.	State Street Global Advisors	Domestic Large Cap	\$744 K	\$196 K	12/31/2023
BGC Group, Inc.	Dimensional Fund Advisors	Domestic Small Cap Core	\$381 K	\$181 K	12/31/2023
Cal-Maine Foods, Inc.	Dimensional Fund Advisors	Domestic Small Cap Core	\$276 K	\$243 K	12/31/2023
RPM International Inc.	State Street Global Advisors	Domestic Large Cap	\$259 K	\$199 K	12/31/2023
Bio-Techne Corporation	State Street Global Advisors	Domestic Large Cap	\$218 K	\$337 K	12/31/2023

B.2

MCERA Holdings For ISS Contested Meeting Report Q4 2023

April 16, 2024

Security Name	MCERA Manager	Asset Class	Market Value of MCERA Holding	Period End Date
LifeVantage Corporation	Dimensional Fund Advisors	Small Cap Core	\$42 K	12/31/2023



B.2

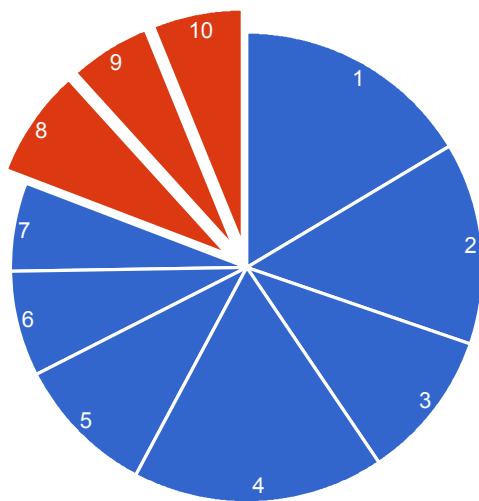
Governance Risk Report

02-Apr-2024

Reporting Period: 01-Jan-2024 to 31-Mar-2024

- > DIMENSIONAL FUND ADVISORS INC.*
- > Fidelity Boston--IPR
- > Marin County Employees Retirement Association
- > State Street Global Advisors *
- > TimesSquare Capital Management, LLC

Portfolio Risk by ISS Governance QualityScore



19%² of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of 10 through 8.

Largest Portfolio Positions with High Governance Risk

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

Company	Ticker	Position Value (USD) ¹	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
Larsen & Toubro Limited	500510	36.9 M	8	8	8	1	3
ITC Limited	500875	5.7 M	8	9	6	1	3
Yandex NV	YNDX	2.9 M	9	9	5	10	8
Analog Devices, Inc.	ADI	1.7 M	9	8	10	8	2
Kobe Bussan Co., Ltd.	3038	1.5 M	9	10	1	6	1
Emerson Electric Co.	EMR	1.2 M	8	4	3	10	4
TransDigm Group Incorporated	TDG	1.1 M	10	10	10	9	7
HEICO Corporation	HEI	934,983.9	10	9	10	5	4
Agilent Technologies, Inc.	A	794,255.5	8	4	4	9	8
Rockwell Automation, Inc.	ROK	597,345.1	8	3	2	10	9
Moog Inc.	MOG.A	534,146.4	9	9	5	10	6
Fair Isaac Corporation	FICO	512,987.3	10	6	10	7	9
PTC Inc.	PTC	493,843.9	8	9	3	9	2
Tyson Foods, Inc.	TSN	376,428.4	10	10	6	10	10
UniFirst Corporation	UNF	355,407.7	10	6	4	10	10

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

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

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

Investment Manager Summary

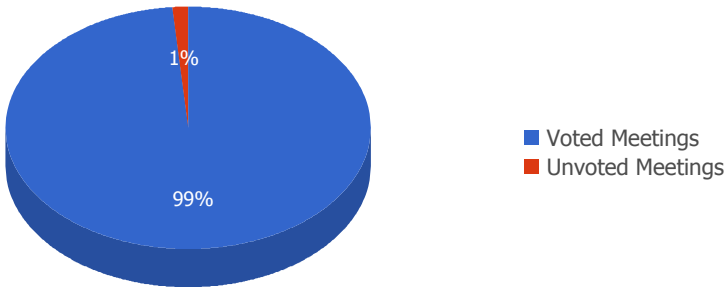
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 ¹	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Fidelity Boston--IPR	96%	12%	13%	11%	15%
Marin County Employees Retirement Association	99%	21%	36%	27%	3%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	100%	14%	4%	2%	9%
TOTALS	99%	19%	30%	23%	6%

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

Meeting Overview

Category	Number
Votable Meetings	222
Meetings Voted	219
Proxy Contests Voted	0
Meetings with Against Management Votes	161
Meetings with Against ISS Votes	148

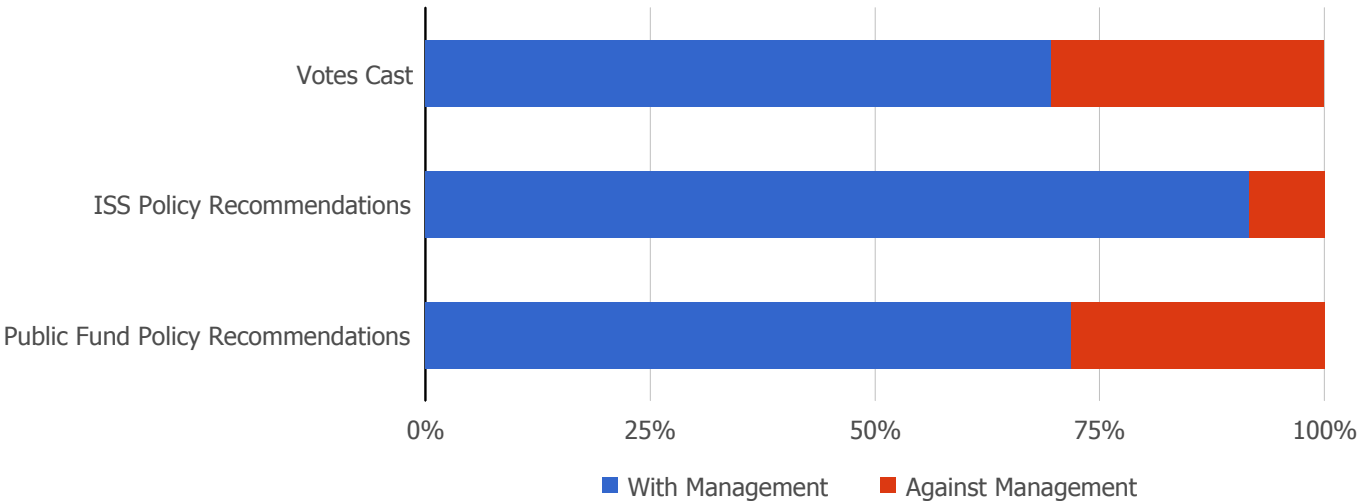
Comparison of Meetings Voted



With 222 meetings available to vote during the period, 219 were voted, equating to approximately 99% of the votable meetings with close to 1% unvoted.

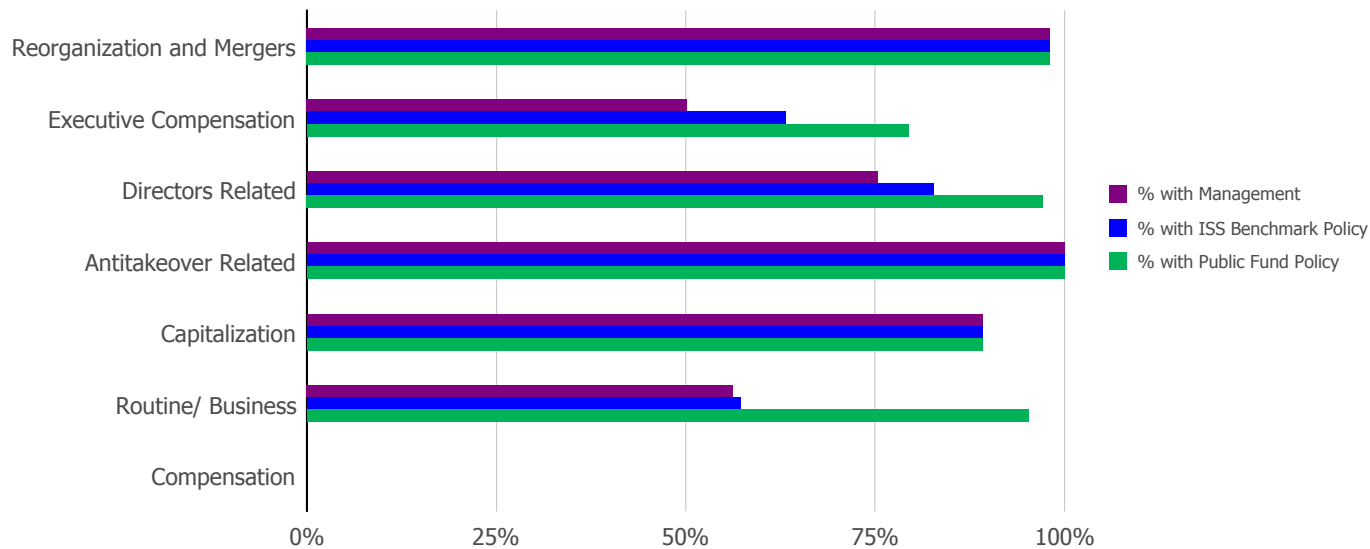
Alignment with Management

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 70% of cases, while the ISS Benchmark Policy recommendations are at 92%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 72% of proposals.



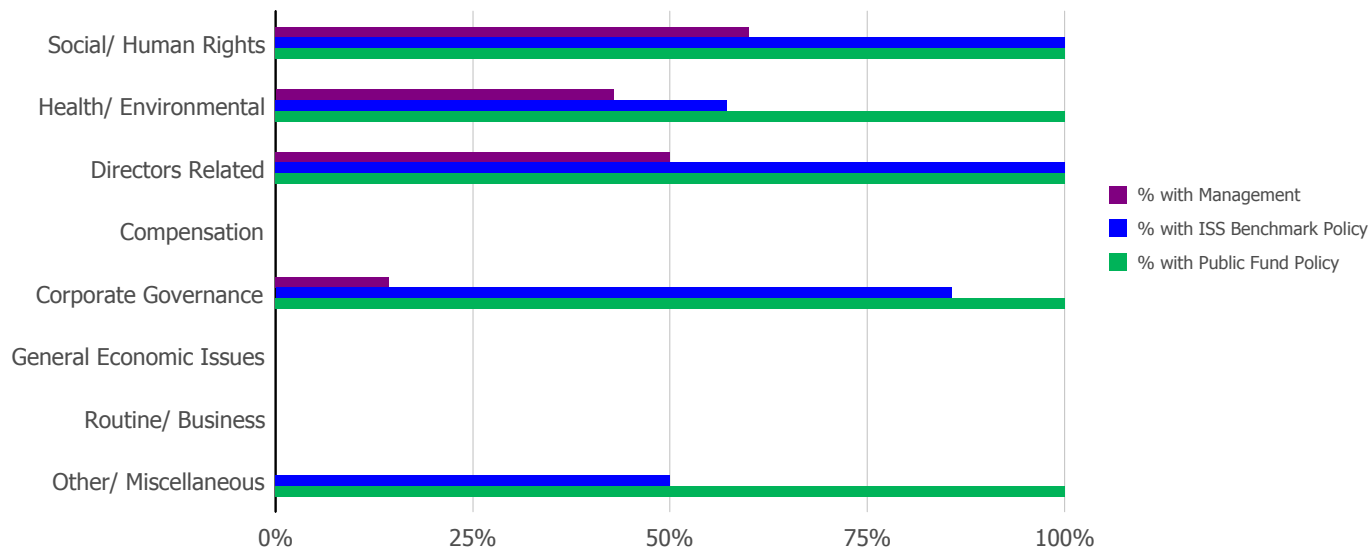
Votes Cast on Management Proposal Categories

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



Votes Cast on Shareholder Proposal Categories

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to E&S Blended, Other/ Miscellaneous, at 100% and the lowest level of support for shareholder proposals related to Social/ Human Rights, with 40% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.





Contested Meetings Overview

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

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

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B.2

MCERA Governance Risk Managers Report Q1 2024

April 17, 2024

Security Name	MCERA Manager	Asset Class	ISS Position Value	MCERA Market Value	Period End Date
Larsen & Tourbro Limited	Fidelity Institutional Asset Management	Emerging Markets	\$36.9	\$1.5M	3/31/2024
ITC Limited	Fidelity Institutional Asset Management	Emerging Markets	\$5.7	\$264K	3/31/2024
Yandex	Fidelity Institutional Asset Management	Emerging Markets	\$2.9M	\$85K	3/31/2024
Analog Devices, Inc.	State Street Global Advisors	Domestic Large Cap	\$1.7 M	\$1.5M	3/31/2024
Kobe Bussan Co., LTD	TimesSquare	International Small Cap	\$1.5M	\$1.4M	3/31/2024
Emerson Electric Co.	State Street Global Advisors	Domestic Large Cap	\$1.2M	\$1.0M	3/31/2024
TransDigm Group Incorporated	State Street Global Advisors	Domestic Large Cap	\$1.1M	\$1.1M	3/31/2024
HEICO Corporation	State Street Global Advisors	Domestic Large Cap	\$934K	\$365K	3/31/2024
Agilent Technologies	State Street Global Advisors	Domestic Large Cap	\$794K	\$698K	3/31/2024
Rockwell Automatio, Inc.	State Street Global Advisors	Domestic Large Cap	\$597K	\$495K	3/31/2024
Moog Inc.	Dimensional Fund Advisors	Domestic Small Cap Core	\$534K	\$491K	3/31/2024
Fair Isaac Corportation	State Street Global Advisors	Domestic Large Cap	\$512K	\$499K	3/31/2024
PTC Inc.	State Street Global Advisors	Domestic Large Cap	\$493K	\$358K	3/31/2024
Tyson Foods, Inc.	State Street Global Advisors	Domestic Large Cap	\$376K	\$199 K	3/31/2024
UniFirst Corporation	Dimensional Fund Advisors	Domestic Small Cap Core	\$355K	\$297K	3/31/2024

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MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA) TRUSTEE AND STAFF TRAVEL EXPENSE POLICY

APPROVED: July 11, 2007
AMENDED: October 8, 2008
AMENDED: May 6, 2009
AMENDED: May 20, 2009
AMENDED: September 8, 2010
AMENDED: July 10, 2013
AMENDED: March 12, 2014
AMENDED: May 6, 2015
AMENDED: May 4, 2016
AMENDED: May 10, 2017
REVIEWED: June 10, 2020
REVIEWED: May 3, 2023
AMENDED: May 1, 2024

I. Purpose.

The Board of Retirement of MCERA (the "Board") recognizes the importance of education and the conduct of regular, periodic on-site examinations and meetings with its investment professionals and outside advisers to the success of fulfilling its constitutional and statutory fiduciary duty to administer the retirement system prudently. It is also the policy of the Board to ensure that MCERA staff members are properly trained to perform their respective duties and are, on an ongoing basis, exposed to up-to-date benefit, financial, investment, and other information regarding best practices.

In furtherance of its stated Education and Due Diligence policies and in recognition of the need for proper training of staff, the Board recognizes the need to reimburse Trustees and MCERA staff members for reasonable and necessary travel expenses incurred while participating in educational programs and conducting due diligence and other business-related activities. The Board adopts this Trustee and Staff Travel Expense Policy (the "Travel Policy") to facilitate the appropriate reimbursement of activities pursuant to MCERA's Trustee Education and Due Diligence Policies. This Policy shall also apply to business-related travel of MCERA staff members. Because these are legitimate expenses of the retirement system, the amounts necessary to cover such expenses, as reflected in the Board's annual budget, shall be charged as an investment-related expense or as an administration expense, as appropriate.

This Travel Policy is intended to be applied and interpreted in compliance with the relevant provisions of the California Government Code and in harmony with the mission statement, policies and guidelines approved by the Board of Retirement from time to time.

II. Guidelines.

This Travel Expense Policy sets forth the guidelines by which MCERA shall reimburse Trustees and MCERA staff for their reasonable and necessary travel expenses incurred while participating in educational programs and conducting due diligence and other MCERA related activities. The purpose of this Travel Policy is to set forth approval procedures, impose certain limitations on

B.3.a

travel reimbursement and identify expense guidelines to promote prudent and cost effective travel. These guidelines are intended to be read and applied in conjunction with, and to complement, MCERA's Trustee Education and Due Diligence Policies.

A. Approval.

Reimbursement of travel and related expenses for a Trustee or staff members to attend an educational program or conduct a due diligence examination or other business for MCERA requires the prior approval of the Board, except under exigent circumstances when Board approval cannot be obtained in advance. All reimbursement of travel expenses for MCERA staff members, other than the Retirement Administrator, to attend an educational conference or seminar or for administrative purposes or due diligence visits, requires the prior approval of the Retirement Administrator. Trustee or staff member attendance at conferences outside of the United States are generally disfavored. In the event a due diligence audit requires international travel, reimbursement for expenses related to the audit shall require prior approval by a vote of not fewer than six members of the Board. Travel on MCERA business within the Northern California region need not be approved in advance as long as overnight accommodations are not required. In accordance with MCERA's Trustee Education Policy, travel by Trustees and/or the Retirement Administrator or designee to attend a program of the State Association of County Retirement Systems ("SACRS"), California Association of Public Retirement Systems ("CalAPRS"), National Conference of Public Employee Retirement Systems ("NCPERS"), the Council of Institutional Investors ("CII") and the National Association of State Retirement Administrators ("NASRA"), need not be approved in advance; provided, however, that MCERA will not pay for overnight accommodations in locations that are within fifty (50) miles of MCERA's offices, unless pre-authorized by the Board Chair after consultation with the Retirement Administrator; any Board Chair requests for an exemption from this limit must be pre-authorized by the Board Vice-Chair after consultation with Retirement Administrator.

B. Limitation on Attendance by Trustees.

A Trustee is authorized to attend up to three approved educational programs that require overnight lodging each calendar year. Attendance by board members and the Administrator at SACRS conferences and trainings, NCPERS' Annual Meeting and Legislative Workshop, CalAPRS roundtables, ~~and~~ general assembly and trainings, CII general assembly, NASRA Annual Meeting, and educational sessions developed by retained consultants to the Plan are excluded from this limitation. No more than one conference may involve travel to a destination outside the United States. No more than four members of the Board, and less than a quorum of a Standing Committee of the Board, are authorized to meet together for business purposes unless there is appropriate public notice of the meeting. Attendance at educational conferences, seminars and social activities by more than four members of the Board is not a violation of this provision.

A training calendar will be presented for approval at the Board's monthly meetings, listing Board members and staff who anticipate attending specified educational programs. Additional attendees may be added to the calendar at and after each meeting as well.

C. Authorized Expenses.

Trustees and staff members shall be entitled to reimbursement for travel expenses and for all other reasonable and necessary expenses incurred in connection with MCERA business.

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Expenses are authorized by the Board of Retirement when by majority vote an educational event is added to the trustee training calendar or due diligence meetings are scheduled by the Board. Reimbursement for expenses will occur in accordance with the schedule attached to this Travel Policy. To the extent that a sponsor of an educational conference provides meals, beverages and reasonable incidentals to conference attendees but does not charge a conference fee, the Board may consider authorizing payment to the conference sponsor for such reasonable and necessary expenses for Trustee and staff members to attend the conference and thereby cover the cost of such meals, beverages and reasonable incidentals.

D. Allocation of Travel Expenses.

Travel and other related business expenses incurred in connection with participation in educational programs or other business of MCERA where the principal focus is not related to investments shall be included in MCERA's annual budget as expenses of administration. Travel expenses for educational programs and due diligence evaluations relating to the system's investment portfolio shall be included in MCERA's investment budget as investment expenses.

E. Claims for Reimbursement.

Reimbursement for travel by a Trustee or staff member shall be submitted on MCERA's Expense Reimbursement Forms, which shall be reviewed and approved (or disapproved) by the Retirement Administrator in accordance with the provisions of this Travel Policy. The Board Chair shall approve expense claims for the Retirement Administrator in accordance with the provisions of this Travel Policy. All approvals are subject to review and concurrence by the Board, as requested by the Board from time to time. In addition, all reimbursement approvals provided to Trustees and the Retirement Administrator shall be reported in writing quarterly to the Finance and Risk Management Committee. All claims must be submitted within thirty (30) days following the date of travel. In no event will a claim for reimbursement be approved if submitted ninety (90) days after the end of the calendar year in which the expense was incurred. MCERA shall be reimbursed for all advances or reimbursements made in excess of allowable expenses within ninety (90) days from the date a refund request has been made.

F. Cash Advances.

Cash advances are allowed on an as needed basis, though they are disfavored for Board members. Consistent with County Administrative Regulation No. 1, cash advances may be limited to 90% of anticipated actual expenses.

G. Expenses for Traveling Companions.

Under no circumstances shall the expenses of a family member or traveling companion of a Trustee or staff member be reimbursed by MCERA.

H. Limitations on Expense Allowance.

Reimbursement for expenses shall not exceed that which is reasonable and necessary for travel to the precise destination and date of the covered occurrence, whether by private automobile or common carrier. Expense costs for extra days prior to or after a conference and/or meeting will be reimbursed only if such extension results in the same or lower overall trip costs in accordance

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with this Travel Policy. Board members should consult with the Retirement Administrator in advance of any travel if there are questions regarding the reasonable and necessary expenses.

I. Travel and Lodging Cancellations.

Trustees and staff members are responsible for the timely cancellation of or change to any registration to a conference where fees may be charged and/or travel and lodging reservations are made on their behalf. Trustees and/or staff shall be responsible for the costs of any fees charged as a result of the failure to timely cancel or resulting from changes to said reservations, unless otherwise approved, on a case-by-case basis, by the Board Chair after consultation with the Retirement Administrator; any Board Chair requests for an exemption must be approved by the Vice Chair after consultation with the Retirement Administrator. Any fees paid as a result of Trustee or Retirement Administrator cancellations shall be included on the quarterly report on travel reimbursements made to the Finance and Risk Management Committee.

J. Travel Reports.

The Retirement Administrator shall report all travel by Trustees and Staff on the consent calendar that is submitted to the Board on a monthly basis.

K. Gifts of Travel and Education.

Under the California Political Reform Act, travel expenses, including transportation, lodging and meals, the value of which equals or exceeds \$50 from any single source in any 12 month period may not be paid or reimbursed by any third party for the benefit of any Trustee, the Retirement Administrator, or other public official who manages public investments as defined in Government Code §87200, unless such expenses are reported on the individual's Form 700 and ordinarily may not exceed \$590470 in any given 12 month period (adjusted periodically for inflation; *see* Gov. Code section 89503 and FPPC Regulation section 18940.2(a)). The Board may no longer accept gifts of such expenses as gifts to the agency.

If the Board were to accept a gift to the agency of travel expenses as defined herein on behalf of any MCERA staff who do not manage public investments, any such approval by the Board shall be consistent with FPPC Regulation §18944.2, as amended.

In addition, ~~effective February 10, 2010,~~ there is a presumption that gifts provided to the spouse or registered domestic partner of a statutory filer, such as a Trustee, are *gifts to the official* that the official must include in gift reporting and limitation assessments, unless there is an established working, social or similar relationship between the donor/vendor and the official's family member, independent of the relationship between the donor/vendor and the official. FPPC Reg. 18944.

Education and educational materials, including books, reports, pamphlets, calendars, periodicals, videotapes, and free or discounted admission to informational conferences or seminars, may be provided by parties other than MCERA to Trustees and MCERA staff, because they are not considered "gifts" under Government Code §82028(b) and FPPC Regulation §18942.1. However, travel, accommodations, meals and beverages provided in connection with informational conferences or seminars for which admission is free or discounted to MCERA are considered a gift to the attending Trustee or staff member, unless MCERA pays for those expenses, or some other exception applies.

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Further, effective January 1, 2014, Trustees are permitted to have certain third parties pay for transportation, lodging, and food that is directly related to the official's public duties, is for a purpose that would otherwise be paid for with the agency's funds, and is authorized in the same manner as transportation, lodging, and food using the agency's own funds. However, in order to be permitted, those payments must meet detailed requirements and limitations of FPPC Reg. 19850.1. Those requirements include, but are not limited to, posting specified notices by MCERA of the gift(s). Thus, as a matter of policy and internal controls, any determination to accept such a gift of travel from a third party by MCERA on behalf of an official should be first brought to the MCERA Board for consideration.

However, if a Trustee or other public official under Government Code section 87200 makes a speech or other formal presentation at an informational conference or seminar within or outside of the United States, or if a Trustee is conducting bona fide business on behalf of another organization at a conference or seminar, then other rules regarding payment, reimbursement for expenses, and reporting obligations, may apply that would potentially not warrant MCERA Board consideration.

Trustees and staff are encouraged to work with the Retirement Administrator and MCERA's counsel, or their own counsel, to determine, before attending an event that its free or discounted to them, whether any aspect of the event would be considered a gift that is subject to reporting rules and limitations, or income that must be reported, under the Political Reform Act.

L. Travel Arrangements.

All travel arrangements for which reimbursement will be sought shall be made through or coordinated with the office of the Retirement Administrator.

III. Policy Review.

The Board shall review this Travel Policy at least every three years to assure its efficacy and relevance. This Travel Policy may be amended from time to time by majority vote of the Board.

IV. Certificate.

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was ~~amended~~~~reviewed~~ and made effective by the Marin County Employees' Retirement Association on May ~~13~~, 202~~4~~~~3~~.

Retirement Administrator

MCERA EXPENSE REIMBURSEMENT SCHEDULE

Airline Travel

Trustees and staff shall be reimbursed for actual and reasonable expenses for airfare for approved travel on MCERA business. Any scheduled U.S. or recognized international air carrier may be used for domestic or international travel. A fully refundable coach class ticket shall be purchased, which shall be at competitive prices. If a restricted or excursion class ticket is purchased at the request of a Trustee or staff member and the ticket is subsequently cancelled, the Trustee or staff member shall be required to reimburse MCERA for the cost of the ticket, unless a credit voucher for future travel is issued by the air carrier; charges incurred because of urgent MCERA business or the cancellation of a meeting or event by the organizing entity are exempt from this requirement.

If savings can be realized on the airfare by having a Trustee or staff member extend their stay to include a Saturday night, at his or her option, said Trustee or staff member may extend his or her stay in order to realize such savings. MCERA shall reimburse the cost associated with the additional lodging and meals resulting from an extended itinerary, not to exceed the savings in airline fare.

If, at the conclusion of a business-related trip, it would be impractical for a Trustee or staff member to return home the same day and arrive home prior to 10:00 p.m. California time due to the distance that must be traveled, or the unavailability of a return flight, the Trustee or staff member may lay over for one additional night and MCERA shall reimburse the costs associated with the additional lodging and meals resulting from the extended stay.

Receipts must be submitted along with a completed MCERA Expense Reimbursement Form to obtain reimbursement.

Hotels

Actual expenses for lodging in a standard class of hotel shall be reimbursed by MCERA. Whenever possible, a request for a government or conference rate should be made. While meals charged to the hotel bill shall be reimbursed in accordance with this Travel Policy, MCERA shall not reimburse expenses related to alcoholic beverages, tobacco, in-room movies, barber/beauty shop, gifts, magazines, personal telephone calls and mini-bar charges. In the case of an extended trip or an emergency situation, laundry and dry cleaning expenses may be reimbursed. Cancellation fees incurred because of urgent MCERA business or the cancellation of a meeting or event by the organizing entity are exempt from this requirement.

Original hotel receipts must be submitted along with a completed MCERA Expense Reimbursement Form to obtain reimbursement.

Meals

A Trustee or staff member will be reimbursed for the cost of meals at a flat rate up to a maximum established by the County of Marin pursuant to the expense reimbursement policies established by its Board of Supervisors. Receipts shall not be required for per diem reimbursement.

For out-of-state travel, a Trustee or staff member will be reimbursed for the cost of meals at a flat rate up to a maximum established by the County of Marin pursuant to the expense reimbursement policies established by its Board of Supervisors.

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A Trustee or staff member shall be reimbursed for up to a 15% gratuity. No reimbursement will be made for alcoholic beverages. A Board member and/or staff must provide a receipt for any meal that exceeds \$ 25.00 (excluding tax and tip). When requesting reimbursement for fewer than three meals per day, expenses for a particular meal shall be rounded to the nearest whole dollar, and then submitted not to exceed the maximum percentage of the Per Diem Rate shown below.

<u>Meal</u>	<u>Travel Begins On or Before</u>	<u>Portion of Per Diem Traveler is Entitled to Receive</u>
Breakfast	7:00 am	20%
Lunch	11:00 am	25%
Dinner	5:00 pm	<u>55%</u>
MAXIMUM TOTAL DAILY		100%

When a meal is included in the cost of a conference registration fee, mode of travel (e.g. airfare), or other MCERA-paid activity, employees will not be entitled to reimbursement for item.

Automobile Mileage

A Trustee or staff member who uses his/her personal automobile for transportation on MCERA business may be reimbursed for the actual mileage driven on business and shall report such mileage on a MCERA Expense Reimbursement Form. Reimbursement shall be made at the per-mile rate allowed by the Internal Revenue Service. Pursuant to item H. above, Board members should consult with the Retirement Administrator prior to using a personal vehicle for travel if the use of the vehicle would exceed reasonable and necessary expenses from an alternate method of travel. Staff who receives a car allowance shall not be entitled to reimbursement for miles driven on MCERA business, unless approved in advance by the Chair. Those who use a personal automobile for MCERA business shall carry full automobile insurance coverage

Parking And Tolls

Parking and tolls are reimbursed at cost. Receipts are required for amounts over \$25.00.

Public Transportation

Use of taxis, hired cars and public transportation for MCERA business shall be reimbursed at actual rates. A receipt is required for amounts over \$25.00.

Car Rentals

The use of a rental car by a Trustee or staff member shall be reimbursed when it is economically reasonable to rent a vehicle rather than use taxis, hired cars or public transportation. Rental car discounts must be used whenever possible and appropriate. If available, a compact vehicle will be requested, unless several Board members and/or staff will be using the vehicle together. Full insurance coverage must be purchased in connection with any car rental.

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Incidental Business Expenses

Incidental business expenses reasonably incurred in connection with MCERA business, such as telephone, fax, internet access, and similar business expenses, shall be reimbursed as necessary and appropriate. Receipts are required in each instance of such business expense.

Porterage

Maximum reimbursement for porterage is \$10.00 per day of travel. Receipts not required.

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

Adopted: November 3, 2010
Amended: February 9, 2011
Amended: February 8, 2012
Amended: March 13, 2013
Reviewed: March 12, 2014
Amended: May 6, 2015
Amended: May 4, 2016
Amended: May 10, 2017
Amended: November 8, 2017
Amended: December 12, 2018
Amended: January 8, 2020
Amended: May 5, 2021
Amended: May 4, 2022
Amended: October 31, 2023
Amended: May 1, 2024

I. BACKGROUND AND PURPOSE

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

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

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

II. POLICY

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

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the assumptions based on the findings and recommendations in MCERA's most recent Experience Study and the recommendations of its actuary as deemed appropriate.

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

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

III. POLICY REVIEW

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

IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was amended and made effective on May 1, 2024.

Retirement Administrator

APPENDIX A

Effective: Valuation ending June 30, 202~~3~~²

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

Annual growth in pensionable payroll assumption: 2.75 percent

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

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

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

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

Adopted: November 3, 2010

Amended: February 13, 2013, May 6, 2015, December 9, 2015, May 4, 2016, May 10, 2017,
May 9, 2018, June 10, 2020, May 5, 2021, October 12, 2022, May 3, 2023, May 1, 2024

I. PURPOSE

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

II. CODE PROVISIONS

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

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

III. CODE REVIEW

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

IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was revised, and made effective by the Marin County Employees' Retirement Association on May ~~13~~, 202~~4~~3.

Retirement Administrator

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APPENDIX

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

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

<u>POSITION</u>	<u>DISCLOSURE CATEGORIES</u>
Board Members (includes ex officio and alternate)	1
Retirement Administrator	1

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

Amended: February 13, 2013

Amended: May 6, 2015

Amended: May 4, 2016

Amended: May 9, 2018

Amended: May 5, 2021

Amended: May 3, 2023

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

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

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

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

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

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

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

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

NONE

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

Amended: May 6, 2015

CATEGORY 1

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

CATEGORY 2

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

CATEGORY 3

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

CATEGORY 4

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

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

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

CATEGORY 5

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

CATEGORY 6

Any income from any employee of the County.

CATEGORY 7

Reportable interest in real property.

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

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

CATEGORY 8

*Consultants.

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

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

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

Amended: May 4, 2016

Amended: May 5, 2021

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

1. Electronic Filing

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

2. Filing a paper Form 700

Return the original completed Form 700 to:

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

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

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EXHIBIT I

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

§ 18730. Provisions of Conflict of Interest Codes.

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

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

(1) Section 1. Definitions.

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

(2) Section 2. Designated Employees. The persons holding positions listed in the Appendix are designated employees. It has been determined that these persons make or

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participate in the making of decisions which may foreseeably have a material effect on economic interests.

(3) Section 3. Disclosure Categories.

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

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

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

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

(C) The filing officer is the same for both agencies. [FN1]

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

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

The code reviewing body shall instruct all designated employees within its code to file statements of economic interests with the agency or with the code reviewing body, as provided by the code reviewing body in the agency's conflict of interest code. [FN2]

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

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

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

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

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

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

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

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

(1) File a written resignation with the appointing power; and

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

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

(A) Contents of Initial Statements.

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

(B) Contents of Assuming Office Statements.

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

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months prior to the date of assuming office or the date of being appointed or nominated, respectively.

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

(D) Contents of Leaving Office Statements.

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

(7) Section 7. Manner of Reporting.

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

(A) Investment and Real Property Disclosure.

When an investment or an interest in real property [FN3] is required to be reported, [FN4] the statement shall contain the following:

1. A statement of the nature of the investment or interest;
2. The name of the business entity in which each investment is held, and a general description of the business activity in which the business entity is engaged;
3. The address or other precise location of the real property;

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

(B) Personal Income Disclosure. When personal income is required to be reported, [FN5] the statement shall contain:

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

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

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

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

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

(C) Business Entity Income Disclosure. When income of a business entity, including income of a sole proprietorship, is required to be reported, [FN6] the statement shall contain:

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

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

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

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

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

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

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

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

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

(8.1) Section 8.1. Prohibition on Receipt of Gifts in Excess of ~~\$590520~~.

(A) No member of a state board or commission, and no designated employee of a state or local government agency, shall accept gifts with a total value of more than ~~\$590520~~ in a calendar

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year from any single source, if the member or employee would be required to report the receipt of income or gifts from that source on the member's or employee's statement of economic interests.

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

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

(8.2) Section 8.2. Loans to Public Officials.

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

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

(C) No elected officer of a state or local government agency shall, from the date of the election to office through the date that the officer vacates office, receive a personal loan from any person who has a contract with the state or local government agency to which that elected officer has been elected or over which that elected officer's agency has direction and control.

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

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

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

1. Loans made to the campaign committee of an elected officer or candidate for elective office.
2. Loans made by a public official's spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such persons, provided that the person making the loan is not acting as an agent or intermediary for any person not otherwise exempted under this section.
3. Loans from a person which, in the aggregate, do not exceed \$500 at any given time.
4. Loans made, or offered in writing, before January 1, 1998.

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(8.3) Section 8.3. Loan Terms.

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

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

1. Loans made to the campaign committee of the elected officer.
2. Loans made to the elected officer by his or her spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such person, provided that the person making the loan is not acting as an agent or intermediary for any person not otherwise exempted under this section.
3. Loans made, or offered in writing, before January 1, 1998.

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

(8.4) Section 8.4. Personal Loans.

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

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

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

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

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

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

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

(9) Section 9. Disqualification.

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

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

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

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

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

(E) Any donor of, or any intermediary or agent for a donor of, a gift or gifts aggregating ~~\$590520~~ or more provided to, received by, or promised to the designated employee within 12 months prior to the time when the decision is made.

(9.3) Section 9.3. Legally Required Participation.

No designated employee shall be prevented from making or participating in the making of any decision to the extent the employee's participation is legally required for the decision to be made. The fact that the vote of a designated employee who is on a voting body is needed to break a tie does not make the employees' participation legally required for purposes of this section.

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

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

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

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

(10) Section 10. Disclosure of Disqualifying Interest.

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

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

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

(12) Section 12. Violations.

This code has the force and effect of law. Designated employees violating any provision of this code are subject to the administrative, criminal and civil sanctions provided in the Political

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Reform Act, Sections 81000-91014. In addition, a decision in relation to which a violation of the disqualification provisions of this code or of Section 87100 or 87450 has occurred may be set aside as void pursuant to Section 91003.

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

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

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

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

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

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

Credits

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

HISTORY

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

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8. Amendment of subsections (b)(8)(A) and (b)(8)(B) and numerous editorial changes filed 8-28-90; operative 9-27-90 (Reg. 90, No. 42).
9. Amendment of subsections (b)(3), (b)(8) and renumbering of following subsections and amendment of NOTE filed 8-7-92; operative 9-7-92 (Register 92, No. 32).
10. Amendment of subsection (b)(5.5) and new subsections (b)(5.5)(A)-(A)(2) filed 2-4-93; operative 2-4-93 (Register 93, No. 6).
11. Change without regulatory effect adopting Conflict of Interest Code for California Mental Health Planning Council filed 11-22-93 pursuant to title 1, section 100, California Code of Regulations (Register 93, No. 48). Approved by Fair Political Practices Commission 9-21-93.
12. Change without regulatory effect redesignating Conflict of Interest Code for California Mental Health Planning Council as chapter 62, section 55100 filed 1-4-94 pursuant to title 1, section 100, California Code of Regulations (Register 94, No. 1).
13. Editorial correction adding HISTORY 11 and 12 and deleting duplicate section number (Register 94, No. 17).
14. Amendment of subsection (b)(8), designation of subsection (b)(8)(A), new subsection (b)(8)(B), and amendment of subsections (b)(8.1)-(b)(8.1)(B), (b)(9)(E) and NOTE filed 3-14-95; operative 3-14-95 pursuant to Government Code section 11343.4(d) (Register 95, No. 11).
15. Editorial correction inserting inadvertently omitted language in footnote 4 (Register 96, No. 13).
16. Amendment of subsections (b)(8)(A)-(B) and (b)(8.1)(A), repealer of subsection (b)(8.1)(B), and amendment of subsection (b)(12) filed 10-23-96; operative 10-23-96 pursuant to Government Code section 11343.4(d) (Register 96, No. 43).

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17. Amendment of subsections (b)(8.1) and (9)(E) filed 4-9-97; operative 4-9-97 pursuant to Government Code section 11343.4(d) (Register 97, No. 15).
18. Amendment of subsections (b)(7)(B)5., new subsections (b)(8.2)-(b)(8.4)(C) and amendment of NOTE filed 8-24-98; operative 8-24-98 pursuant to Government Code section 11343.4(d) (Register 98, No. 35).
19. Editorial correction of subsection (a) (Register 98, No. 47).
20. Amendment of subsections (b)(8.1), (b)(8.1)(A) and (b)(9)(E) filed 5-11-99; operative 5-11-99 pursuant to Government Code section 11343.4(d) (Register 99, No. 20).
21. Amendment of subsections (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) filed 12-6-2000; operative 1-1-2001 pursuant to the 1974 version of Government Code section 11380.2 and Title 2, California Code of Regulations, section 18312(d) and (e) (Register 2000, No. 49).
22. Amendment of subsections (b)(3) and (b)(10) filed 1-10-2001; operative 2-1-2001.
Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2001, No. 2).
23. Amendment of subsections (b)(7)(A)4., (b)(7)(B)1.-2., (b)(8.2)(E)3., (b)(9)(A)-(C) and footnote 4. filed 2-13-2001. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2001, No. 7).
24. Amendment of subsections (b)(8.1)-(b)(8.1)(A) filed 1-16-2003; operative 1-1-2003.
Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of*

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Administrative Law, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2003, No. 3).

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

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

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

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

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

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

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31. Amendment of section heading and section filed 11-15-2010; operative 12-15-2010.

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

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

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

33. Amendment of subsections (b)(8.1)-(b)(8.1)(A), (b)(8.2)(E)3. and (b)(9)(E) filed 12-15-2014; operative 1-1-2015 pursuant to section 18312(e)(1)(A), title 2, California Code of Regulations.

Submitted to OAL for filing and printing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2014, No. 51).

34. Redesignation of portions of subsection (b)(8)(A) as new subsections (b)(8)(B)-(D), amendment of subsections (b)(8.1)-(b)(8.1)(A), redesignation of portions of subsection (b)(8.1)(A) as new subsections (b)(8.1)(B)-(C) and amendment of subsection (b)(9)(E) filed 12-1-2016; operative 12-31-2016 pursuant to Cal. Code Regs. tit. 2, section 18312(e). Submitted to

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OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2016, No. 49).

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

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

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

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District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2021, No. 20).

38. Amendment of subsections (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) filed 12-20-2022; operative 1-19-2023 pursuant to Cal. Code Regs., tit. 2, section 18312(e). Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2022, No. 51).

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

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

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

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

HISTORY

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

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

Adopted: May 4, 2022

Amended: May 3, 2023

Amended: May 1, 2024

I. INTRODUCTION

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

II. GOALS OF ACTUARIAL FUNDING POLICY

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

III. FUNDING POLICY

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

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

IV. ACTUARIAL METHODS

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

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

Age Method).

- Valuation of Assets: Effective with the June 30, 2014 valuation, the Board adopted a direct contribution rate smoothing policy. As a result, the smoothed Actuarial Value of Assets was replaced with the Market Value of Assets for valuation purposes. The assets used to compute the UAL are the Market Value of Assets, minus the value of any non-valuation contingency reserves.
- UAL Amortization: The UAL is amortized as a level percentage of the projected salaries of present and future members of MCERA. Effective with the June 30, 2013 valuation, the UAL as of June 30, 2013 is amortized over a closed 17-year period (87 years remaining as of June 30, 2023~~2~~). The additional UAL attributable to the extraordinary loss from 2008-2009, is being amortized over a separate closed period (156 years as of June 30, 2023~~2~~). Any subsequent unexpected change in the UAL after June 30, 2013 is amortized over 24 years (22 years for assumption changes) that includes a five-year phase-in and four-year phase-out (three/two years for assumption changes) of the payments/credits for each annual layer.
- Surplus funding: If the total of all UAL becomes negative so that there is a surplus and the amount of such surplus is in excess of 20% of the actuarial accrued liability (per Government Code § 7522.52), such actuarial surplus and any subsequent surpluses will be amortized over an “open” amortization period of 30 years. Any prior UAL amortization layers will be considered fully amortized, and any subsequent UAL will be amortized as the first of a new series of amortization layers, using the above amortization periods.
- The amortization period described above will be used in all funding circumstances unless an alternative amortization period is recommended by the Actuary and accepted by the Board based on the results of an actuarial analysis.

V. OTHER POLICY CONSIDERATIONS

A. Plan Sponsor

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

B. Participating Employers

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

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

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- Novato Fire Protection District
- Southern Marin Fire District
- Tamalpais Community Service District

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

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

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

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

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

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

D. Phase-in of Increase in Employer Contribution Rates

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

E. Actuarial Assumptions Guidelines

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

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

Actuarial assumptions are generally grouped into two major categories:

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

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

VI. DEFINITIONS

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

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

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

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

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

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

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

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

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

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

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

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

Valuation Date: June 30 of every year.

VII. POLICY REVIEW

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

VIII. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was amended on ~~May 3, 2023~~ May 1, 2024.

Jeff Wickman

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
CLASS ACTION SECURITIES LITIGATION POLICY**

ADOPTED: November 21, 2007

AMENDED: November 2, 2011

REVIEWED: May 6, 2015

REVIEWED: May 9, 2018

AMENDED: May 5, 2021

AMENDED: May 1, 2024

I. Purpose.

This policy establishes guidelines for monitoring and participating in class action securities litigation. The Board of Retirement of MCERA (the "Board") recognizes the importance of appropriate monitoring of and/or participation in class action securities litigation in fulfilling its constitutional and statutory fiduciary duty to administer the retirement system for the exclusive benefit of the members and their beneficiaries.

As an institutional investor, MCERA may, from time to time, suffer losses caused by alleged violations of federal and state securities laws relating to fraud, disclosure obligations and/or breaches of fiduciary or other duties. In cases where a class action lawsuit is filed to recover damages for violations of securities and other laws, MCERA may have the opportunity to participate in the litigation. This policy provides guidelines for monitoring litigation and for determining the appropriate participation by MCERA.

This Class Action Securities Litigation Policy is intended to be applied and interpreted in compliance with applicable law and in harmony with the mission statement, policies and guidelines of MCERA approved by the Board from time to time.

II. Guidelines.

A. Monitoring Class Action Filings.

MCERA shall monitor the filing and settlement of securities class actions to determine whether MCERA may be a class member in any such litigation. Monitoring may be done by staff, the custodian, by retaining one or more law firms and/or a securities litigation consultant. Staff shall make a determination of MCERA's level of interest in the litigation, based on its own monitoring, or based on a recommendation from a firm or service that is monitoring securities litigation on MCERA's behalf.

MCERA's staff, working with the custodian, outside counsel and/or securities litigation consultant, will monitor pending cases where MCERA is a member of the class, file appropriate paperwork as required, and evaluate proposed settlements. To the extent that staff finds a proposed settlement inadequate to the interests of MCERA, staff shall make a recommendation to the board to file legal objections.

B. Active Class Monitoring.

Where the potential amount MCERA could recover in a case is sufficiently large and the case has merit, staff shall determine whether MCERA should actively participate in the litigation. In doing so, MCERA shall weigh the materiality of the potential financial loss that gave rise to the litigation against the expected costs and benefits of the litigation options available. The litigation options generally are:

- Monitor litigation as a member of the class.
- Monitor litigation as a member of the class, but object to an unreasonable settlement.
- Participate as lead plaintiff of the class or co-lead plaintiff with one or more other investors.
- Pursue separate legal action apart from the class.

Three tests may be considered when determining a course of action. An affirmative response to all questions could result in a recommendation to MCERA's Board by staff to pursue either lead or co-lead plaintiff status or a separate legal action apart from the class. A negative response to any of the three individual questions will result in MCERA assuming a passive role in the class action suit:

Test:

1. Does the potential financial loss to MCERA that gave rise to the litigation exceed one million dollars?
2. Does MCERA have a superior legal basis for serving as lead plaintiff compared to other large institutional holders?
3. Does the expected benefit from assuming lead plaintiff status, or pursuing a separate legal action, materially outweigh the benefit of participating as a passive member of the class and adequately compensate MCERA for the risks and costs incurred?

MCERA will review all class action litigation to establish if MCERA is a member of the class. Where the potential financial loss is less than one million dollars, MCERA will become a member of the class, file appropriate paperwork to establish a claim, and monitor the litigation. For each case where the potential financial loss is one million dollars or greater, MCERA's staff will prepare a summary report of the research performed by the firm or service that is monitoring securities litigation consistent with the established tests. A recommendation to MCERA's Board to pursue lead plaintiff status, co-lead plaintiff status, or a separate legal action will include a detailed analysis of expected costs and benefits, an analysis of the size of MCERA's holding relative to other investors, and other supporting rationale.

If it is determined that additional analysis is necessary, MCERA may retain one or more law firms to review the matter. The firm shall report its findings to MCERA with a written recommendation as to whether or not MCERA should actively monitor the case, seek lead plaintiff status, seek co-lead plaintiff status, or pursue separate legal action. When the Board determines that MCERA should seek designation as lead plaintiff, co-lead plaintiff, or opt out of a class action, MCERA shall appoint special counsel to the matter.

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If MCERA determines not to participate in the litigation, active monitoring of the litigation may include regular reports from counsel to staff regarding the status of a case, settlement discussions and/or the proceedings.

Where the potential recovery is not significant, then staff shall monitor the litigation to take the steps necessary to insure that MCERA will share in any recovery.

C. Participation in Settlement.

Staff shall develop and implement procedures for ensuring the timely submission of claims on behalf of MCERA in all appropriate securities class action settlements. Staff will develop and implement procedures for filing objections to attorneys' fees requests made by plaintiffs' counsel(s) in all appropriate securities class action settlements.

D. Reports to the Board.

Staff shall report to the Board ~~as necessary, but at least semi-annually, to keep the Board fully informed of~~ those cases ~~that are being monitored or~~ in which MCERA is actively participating. ~~Staff shall endeavor to provide these reports as part of a semi-annual review delivered to the Board in February and August for the periods ending December 31 and June 30, respectively.~~ Staff shall keep the Board apprised of any unusual or extraordinary events as they occur.

E. Retention of Outside Counsel

The Board may retain outside counsel as necessary to advise and/or represent MCERA in class action securities litigation matters.

III. Policy Review.

The Board shall review this Class Action Securities Litigation Policy at least every three years to assure its efficacy and relevance. The Board may amend this policy, from time to time, by majority vote of the Board.

IV. Certificate.

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

Dated: ~~May 5, 2021~~ May 1, 2024

Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
POLICY REGARDING ACTUARIAL EQUIVALENCE DETERMINATIONS
FOR MODIFIED RETIREMENT AND SURVIVOR ALLOWANCES**

ADOPTED: March 13, 2013
AMENDED: December 9, 2015
AMENDED: December 12, 2018
AMENDED: May 5, 2021
AMENDED: May 1, 2024

I. PURPOSE

The Board of Retirement of MCERA ("Board") implements this policy to interpret provisions in the County Employees' Retirement Law of 1937 ("CERL") pertaining to "modified" retirement and survivors allowances ("optional settlements") and actuarial equivalence requirements as to those benefits, as well as the funding provisions in the CERL for cost of living adjustments ("COLAs") that are also implicated.

II. POLICY

Government Code sections 31760, 31760.1 and 31761-31764 provide for "optional settlements" that pay a reduced allowance to the member for his or her life with different continuing percentages to designated survivor(s) in combined amounts that are determined to be the "actuarial equivalent" to the member's benefit alone, instead of providing the member with the basic, unreduced retirement allowance for his or her life combined with a 60% default continuance for eligible survivors.

The actuarial equivalence comparison is between the member's retirement allowance "as of the date of retirement" and the combination of the member's and any eligible survivor(s)' continuing survivorship allowance throughout the anticipated life of the member plus the anticipated additional life of any such eligible survivor(s). Government Code § 31760. Government Code section 31456 expressly specifies two items as being the basis for the equivalence calculation: (1) mortality tables and (2) regular interest. There is no express inclusion of any anticipated applicable COLA enhancements.

Based on the advice of MCERA's actuary, the Board has adopted and relied upon the following mortality tables for the following fiscal years to determine actuarial equivalence, and the Board has approved updated mortality tables for the valuation period beginning July 1, 2024:

Prior to July 1, 2018

- For non-disabled members and all beneficiaries, the CalPERS 2014 Post-Retirement Healthy Mortality rates, adjusted by 110% for Safety Males and 95% for Safety Females and Miscellaneous Males and Females, with the 20-year static projection used by CalPERS replaced by generational improvements from a base year of 2009 using Scale MP-2014. The rates are blended based on a weighting of 40% Male / 60% Female for General members, 60% Male / 40% Female for General beneficiaries, 85% Male / 15% Female for Safety members and 15%

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Male / 85% Female for Safety beneficiaries.

- For disabled members, the CalPERS 2014 Disability Mortality rates (Non-Industrial rates for Miscellaneous members and Industrial Disability rates for Safety members), adjusted by 90% for Males and Females (Miscellaneous and Safety), with the 20-year static projection used by CalPERS replaced by generational improvements from a base year of 2009 using Scale MP-2014. The rates are blended based on the same male/female weighting as the non-disabled members.

From July 1, 2018 through June 30, 2021

- For non-disabled members and all beneficiaries, the CalPERS 2017 Post-Retirement Healthy Mortality rates, adjusted by 90% for Males (Miscellaneous and Safety) with no adjustments for Females (Miscellaneous and Safety), with the 20-year static projection used by CalPERS replaced by generational improvements from a base year of 2014 using Scale MP-2017. The rates are blended based on a weighting of 40% Male / 60% Female for General members, 60% Male / 40% for General beneficiaries, 85% Male / 15% Female for Safety members and 15% Male / 85% Female for Safety beneficiaries.
- For disabled members, the CalPERS 2017 Disability Mortality rates (Non-Industrial rates for Miscellaneous members and Industrial Disability rates for Safety members), adjusted by 90% for Males (Miscellaneous and Safety) and 90% for Miscellaneous Females, with the 20-year static projection used by CalPERS replaced by generational improvements from a base year of 2014 using Scale MP-2017. The rates are blended based on the same male/female weighting as the non-disabled members.

~~From On or after~~ July 1, 2021 through June 30, 2024

- For non-disabled Miscellaneous members and all Miscellaneous beneficiaries during the lifetime of the members, the Pub-2010 General Healthy Retiree Amount-Weighted Mortality rates, with no adjustments, projected from 2010 using Projection Scale MP-2020. For non-disabled Safety members and all Safety beneficiaries during the lifetime of the members, the Pub-2010 Safety Above-Median Healthy Retiree Amount-Weighted Mortality rates, with no adjustments, projected from 2010 using Projection Scale MP-2020.
- For disabled Miscellaneous members, the Pub-2010 General Disabled Retiree Amount-Weighted Mortality rates, with no adjustments, projected from 2010 using Projection Scale MP-2020. For disabled Safety members, the Pub-2010 Safety Disabled Retiree Amount-Weighted Mortality rates, adjusted by 95% for males with no adjustment for females, projected from 2010 using Projection Scale MP-2020.
- For all beneficiaries following the member's death, the Pub-2010 Contingent Survivor Amount-Weighted Mortality rates (using the General Healthy Retiree Amount-Weighted Mortality rates prior to age 45), adjusted by 105% for females with no adjustment for males, projected from 2010 using Projection Scale MP-2020.

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- The rates are blended based on a weighting of 40% Male / 60% Female for General members, 60% Male / 40% for General beneficiaries, 85% Male / 15% Female for Safety members and 15% Male / 85% Female for Safety beneficiaries.

On and after July 1, 2024

- For non-disabled Miscellaneous members and all Miscellaneous beneficiaries during the lifetime of the members, the Pub-2010 General Healthy Retiree Amount-Weighted Mortality rates, with no adjustments, projected from 2010 using Projection Scale MP-2020. For non-disabled Safety members and all Safety beneficiaries during the lifetime of the members, the Pub-2010 Safety Above-Median Healthy Retiree Amount-Weighted Mortality rates, with no adjustments, projected from 2010 using Projection Scale MP-2020.
- For disabled Miscellaneous members, the Pub-2010 General Disabled Retiree Amount-Weighted Mortality rates, adjusted by 95% for males and females, projected from 2010 using Projection Scale MP-2020. For disabled Safety members, the Pub-2010 Safety Disabled Retiree Amount-Weighted Mortality rates, adjusted by 95% for males with no adjustment for females, projected from 2010 using Projection Scale MP-2020.
- For all beneficiaries following the member's death, the Pub-2010 Contingent Survivor Amount-Weighted Mortality rates (using the General Healthy Retiree Amount-Weighted Mortality rates prior to age 45), adjusted by 105% for females with no adjustment for males, projected from 2010 using Projection Scale MP-2020.

MCERA will not include COLA assumptions in determinations of “actuarial equivalence” under Government Code sections 31761-31764. If MCERA’s actuarial experience studies exhibit a consistent actuarial loss to the system as a result of optional settlement selections that are attributable to COLA, the Board will address that finding by adjusting the normal cost of separate COLA contributions in accordance with Government Code sections 31872, 31873 and 7522.30, as applicable.

Any mortality table and interest assumption the Board adopts hereafter that are different from those set forth above will be automatically incorporated into this policy.

III. POLICY REVIEW

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

IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was amended by MCERA on ~~May 5, 2021~~ May 1, 2024.

Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
ACCESSIBILITY OF RECORDS POLICY**

ADOPTED: December 12, 2007

AMENDED: November 3, 2010

AMENDED: December 14, 2011

AMENDED: February 8, 2012

REVIEWED: May 6, 2015

REVIEWED: May 9, 2018

REVIEWED: May 5, 2021

REVIEWED: May 1, 2024

I. PURPOSE

The Board of Retirement ("Board") of the Marin County Employees' Retirement Association ("MCERA") adopts this policy to establish guidelines and procedures for making determinations concerning the disclosure of information in MCERA's files, records or other information when responding to requests made under the Public Records Act ("PRA").

The Board recognizes that it has an obligation to balance its members' right to privacy with the public's right to information regarding public business. There are no "bright line" standards available to the Board for knowing how that balance should tip in each instance. Nevertheless, the Board has determined that it would be useful to establish guidelines for MCERA to follow when a request is made under the PRA, and to publish those guidelines for the benefit of its members and their beneficiaries, and the public at large.

All staff should be familiar with these guidelines so that the process of responding to requests is efficient, consistent and compliant with the applicable laws. In many circumstances, these guidelines will enable staff to respond to requests without the need for substantial analysis or the assistance of legal counsel. However, given the complexities of the law, situations will likely arise where a simple application of the general guidelines will not provide a definitive answer. When such a situation arises, the Retirement Administrator should refer any questions to legal counsel.

II. GENERAL PRINCIPLES

A request to inspect MCERA records may be made by a telephone call, an in-person oral request, a written request, a subpoena or a court order. The person making a request for records may be a member, a beneficiary, an employee organization, a government agency or member of the press or general public. Staff should always be aware that a request, no matter how informal it may appear, must be analyzed under the principles outlined in this Policy (or analyzed by legal counsel in more complicated situations). The general principles of the policy may be summarized as follows:

1. Confidentiality of an individual member's records must be protected unless those records relate to the conduct of the public's business, or unless the member has authorized the disclosure in writing.

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2. An individual (member or beneficiary) generally must be permitted access to his or her own records.
3. The public -- i.e, any person, for any reason -- has a right to inspect records that relate to MCERA's operation that are neither confidential nor protected from disclosure by the applicable laws.
4. Generally, MCERA must respond to any request for information within 10 calendar days of receipt of the request. The response need not contain the actual requested information or production of the sought records, but must (at a minimum) provide a response as to whether MCERA will produce the requested records or provide a basis for rejecting the request. If MCERA is unable to formulate a response within 10 calendar days, it may extend the time for a response by as much as 14 calendar days, but may only do so with good cause.
5. Subpoenas or court orders requiring the production of records and/or information should be referred to legal counsel immediately upon receipt.
6. Even if a request seeks disclosable records, under California case law, a request may be objectionable if it is unreasonably burdensome. Additionally, the PRA only requires MCERA to disclose its existing records; it does not require MCERA to conduct studies, reorganize information or summarize data for the requesting party. Thus, when confronted with a request that will substantially disrupt MCERA's operations, the Retirement Administrator should consult legal counsel.¹
7. When a request is made for information regarding an individual member that appears to be of a personal or private nature, MCERA should seek the advice of legal counsel.

III. APPLICABLE LAW

A. **Public Records Act (PRA)**

The PRA generally requires MCERA to disclose "public records" unless the particular information is exempt from disclosure. Under the PRA and interpreting case law, "public records" include information in virtually any format "relating to the conduct of the public's business prepared, owned, used or retained by any state or local agency." Although certain exemptions allow MCERA to withhold some records, case law is clear that the policy in California generally favors disclosure.

¹ Although MCERA does not have to conduct studies, reorganize information or summarize data, it may have to invest substantial energy sifting through existing data. The amount of time or energy spent sifting through MCERA's existing data is not, alone, a valid ground for withholding records or information.

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The PRA sets forth an extensive list of records that are exempt from required disclosure.² Many of the statutory exemptions are inapplicable to MCERA and others may be applicable only in rare instances. The following exemptions are the most important exemptions for MCERA:

1. Preliminary drafts, notes, or interagency or intra-agency memoranda that are not retained by the public agency in the ordinary course of business, provided that the public interest in withholding those records clearly outweighs the public interest in disclosure.
2. Records pertaining to pending litigation to which the public agency is a party until the litigation or claim has been finally adjudicated or otherwise settled.
3. Personnel, medical, or similar files, the disclosure of which would constitute an unwarranted invasion of personal privacy.
4. Records, the disclosure of which is exempted or prohibited pursuant to federal or state law, including, but not limited to, provisions of the Evidence Code relating to privilege.
5. Additionally, Government Code Section 6255 provides a “catch all” provision whereby MCERA can justify withholding *any* record by demonstrating that “on the facts of the particular case the public interest served by not disclosing the record *clearly* outweighs the public interest served by disclosure of the record.”³

B. Member Records

Government Code section 31532 provides as follows: “Sworn statements and individual records of members shall be confidential and shall not be disclosed to anyone except insofar as may be necessary for the administration of this chapter [the ’37 Act] or upon order of a court of competent jurisdiction, or upon written authorization by the member.”

In 2011, three California District Courts of Appeal published decisions interpreting Section 31532 in the context of requests for records under the PRA. See *Sonoma County Employees’ Retirement Association v. Superior Court* (2011) 198 Cal.App.4th 986; *San Diego County Employees Retirement Assn. v. Superior Court* (2011) 196 Cal.App.4th 1228, 1241, *Sacramento County Employees’ Retirement System v. Superior Court* (2011) 195 Cal.App.4th 440 (collectively, the “CPRA cases”).

² According to California case law, the listed exemptions permit MCERA to withhold records; they do not prohibit disclosure. In other words, these exemptions provide MCERA with discretion to disclose certain records and information. However, due to (a) the possibly sensitive nature of the records covered by the exemptions and (b) the fact that disclosure may constitute a waiver of future rights to withhold information, MCERA is encouraged to consult legal counsel before disclosing any records that fall under an exemption.

³ Generally, California law favors disclosure, and if a court disagrees with MCERA’s determination, MCERA may be liable for the requesting parties’ attorney fees and costs associated with obtaining disclosure. Thus, the “catch all” provision should be used sparingly, and only with the benefit of legal counsel.

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The CPRA cases affirm the MCERA Board's interpretation of Government Code section 31532, as of 2007, as it pertains to the confidentiality of member records. That interpretation, expanded upon to incorporate guidance from the CPRA cases, is as follows:

The gross amount of any benefit or any refund of an MCERA contribution due to a member or beneficiary, as well as a member's retirement benefit tier(s), plan sponsor former employer(s), and accrued service credit amount, including any purchased service credit amounts, are not confidential and may be released upon request to MCERA.

All otherwise nonpublic data filed by, or on behalf of, any member or beneficiary with the Board is confidential, and no individual record shall be divulged by any official or employee having access to it to any person other than the member to whom the information relates or his or her authorized representative or the county or participating agency by which he or she is employed. The information shall be used by the Board for the sole purpose of carrying into effect the provisions of this part. Any information that is requested for retirement purposes by any such public agency shall be treated as confidential by the agency.

Except as provided above, no member's, beneficiary's or annuitant's address(es), telephone number(s), date of birth or age, social security number, names of relatives, beneficiary selections, reports of information on medical or psychological status or condition, or other personal information shall be released.

For purposes of this section, "authorized representative" includes the spouse, registered domestic partner, individual with a power of attorney providing proper general authorization, or beneficiary of a member when no contrary appointment has been made and when, in the opinion of the Board, the member is prevented from appointing an authorized representative because of mental or physical incapacity or death.

C. Alternative Investment Records

The following records of alternative investment vehicles (private equity funds, venture funds, hedge funds, or absolute return funds) are exempt from public disclosure under Section 6254.26 of the PRA, unless the information already have been publicly released by the keeper of the information:

1. Due diligence materials that are proprietary to the public investment fund or the alternative investment vehicle;
2. Quarterly and annual financial statements of alternative investment vehicles;
3. Meeting materials of alternative investment vehicles;

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4. Records, containing information regarding the portfolio positions in which alternative investment funds invest;
5. Capital call and distribution notices; and
6. Alternative investment agreements and all related documents.

The following information contained in records described above regarding alternative investment vehicles must be disclosed in response to a PRA request:

1. The name, address and vintage year of each alternative investment vehicle.
2. The dollar amount of the commitment made to each alternative investment vehicle made to each alternative investment vehicle by the public investment fund since inception.
3. The dollar amount of cash contributions made by the public investment fund to each alternative investment vehicle since inception.
4. The dollar amount, on a fiscal yearend basis, of cash distributions received by the public investment fund from each alternative investment vehicle.
5. The dollar amount, on a fiscal yearend basis, of cash distributions received by the public investment fund plus remaining value of partnership assets attributable to the public investment fund's investment in each alternative investment vehicle.
6. The net internal rate of return of each alternative investment vehicle since inception.
7. The investment multiple of each alternative investment vehicle since inception.
8. The dollar amount of the total management fees and costs paid on an annual fiscal yearend basis, but the public investment fund to each alternative investment vehicle.
9. The dollar amount of cash profit received by public investment funds from each alternative investment vehicle on a fiscal year-end basis.

IV. PROCEDURE FOR RESPONDING TO PUBLIC RECORDS REQUESTS

A. Initial Review

Upon receiving a request for records, MCERA must first determine whether the request seeks disclosable "public records."⁴ To make this determination, MCERA should proceed as follows:

1. Determine if the records are prepared, owned, used, or retained by MCERA.

⁴ It is important to remember that a request may be partially acceptable and partially objectionable. MCERA should disclose all records that are properly sought, even if the person making the request has sought other records that need not be disclosed.

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2. If the records are prepared, owned, used, or retained by MCERA, then determine if the requested records relate to the conduct of the public's business.
3. Determine if the requested records fit under one of the exemptions discussed above (e.g., preliminary drafts, records related to litigation or personnel files, alternative investment materials).
4. Always consider whether there is a good public policy reason to withhold the records. If so, the request should be referred to legal counsel for a case-by-case determination.
5. Determine whether the requested records will reveal information that is included in a member or beneficiary's file. If so, refer to the Board's statement as to confidentiality under Part III(B), entitled "Member Records," above.
6. Determine whether otherwise disclosable records need to be reorganized or redacted such that confidential information is not included in the disclosed material.
7. If, for any reason, MCERA believes that certain records should not be disclosed, or questions whether certain records should be disclosed, legal counsel should be consulted.

B. Preparing the Response Letter

Under normal circumstances, within 10 calendar days⁵ after receipt of the request, MCERA must notify -- in writing -- the person making the request whether some or all of the records will be disclosed. The response letter should also contain the following:

1. If any records will not be disclosed, MCERA must explain why those records are being withheld. If some of the requested records will be disclosed while others will not, it is important that MCERA clearly delineate which records will be disclosed (and which will not) and explain the reasons for the distinctions.
2. If some or all of the requested records will be disclosed, MCERA must state the estimated date and time when the records will be made available. In general, MCERA should provide the relevant information or make the records available at the earliest practicable date. Unless special circumstances exist, MCERA should endeavor to

⁵ Under "unusual circumstances," if MCERA cannot reasonably make a determination within 10 days, the Retirement Administrator "or his or her designee" should, within the 10 days, send a letter to the person making the request explaining when a response is expected (but in no case more than 24 days after the initial request) and setting forth the reason(s) for the extension. Extensions should not be used simply to postpone the response, but rather should only be used when "unusual circumstances" exist. "Unusual circumstances" includes: (1) the need to search for and collect the requested records from other locations; (2) the need to search for, "sift through" and examine voluminous records; (3) the need for consultation with another agency or department; or (4) the need to compile data, to write programming language or a computer program, or to construct a computer report to extract more limited data that MCERA seeks to provide in response to a PRA request.

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produce the information or records within 10 days after the response letter is sent (i.e., within 20 days after the original request).

3. If some or all of the requested records will not be disclosed, because “the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record,” (pursuant to Govt. Code Section 6255) MCERA must set forth the names and titles or positions of each person responsible for the denial.
4. If the requested records relate to a particular member or beneficiary who is identified by *first and last name*, but the records are not confidential (and, thus, may be disclosed), a copy of the responses and notices described above should be sent to such individual member(s). The response letter should also notify the member or beneficiary that the records will be disclosed in 10 days unless the member/beneficiary obtains a court order preventing such disclosure, and provides that order to MCERA’s Retirement Administrator. *In these cases, the records should not be made available until at least 10 days after the date that the response letter is sent.* This will allow the member/beneficiary a fair opportunity to seek a court order preventing the production of the records. If such records are requested as to the entire MCERA membership, or as to a portion of the membership, including beneficiaries, without reference to the individuals’ names, then such notice will not be provided for the reasons set forth in the CPRA cases.

C. Producing the Records

The logistics of providing the requested records should be worked out on a case- by-case basis in cooperation with the person making the request. If practicable, the information should be communicated by letter. If, however, the request seeks review of specific records, or if the requested information is too voluminous for inclusion in a letter, MCERA should send copies of the relevant records to the person making the request. If the production requires substantial copying, MCERA should not release the copies until the requesting party pays MCERA for copying at the rate of \$.25 per page. If the requested information is particularly voluminous (or the person requesting the information does not want to pay for copy charges) arrangements should be made so that he or she can view the records at MCERA’s offices.

V. MISCELLANEOUS

A. Availability Of This Policy

A copy of this policy statement shall be available in a visible location of the MCERA office, shall be made available to any member of the public upon request, and shall be made available on MCERA’s website.

B. Responsible Individual

For consistency and efficiency, the Retirement Administrator shall be the responsible individual for requests under the PRA. Staff shall promptly refer all requests to the Retirement Administrator, or his or her designee(s).

C. Record Keeping

A separate file shall be maintained for all documents relating to requests for records under the PRA. All communications relating to requests for records under the PRA shall either be in writing or memorialized by a writing that is appropriately filed.

VI. POLICY REVIEW

The Board shall review this Accessibility of Records Policy at least every three years to assure its efficacy and relevance. The Board may amend this policy, from time to time, by majority vote of the Board.

VII. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the review of this Policy on May ~~1, 2024~~, ~~2021~~.

Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
BUDGET POLICY AND ADOPTION PROCESS**

Approved: July 14, 2010
Amended: February 9, 2011
Amended: May 4, 2011
Reviewed: December 11, 2013
Amended: May 6, 2015
Amended: May 9, 2018
Reviewed: May 5, 2021
Reviewed: May 1, 2024

I. Purpose

The purpose of this Budget Policy and Adoption Process is to establish the method and procedure by which the annual administrative budget of the Marin County Employees' Retirement Association is presented, deliberated and approved by the Retirement Board.

II. Objective

1. To provide the Retirement Administrator and the Retirement Board with a clear process for establishing its annual administrative budget.
2. To ensure that the budget is presented and adopted in a timely manner to avoid problems transitioning from one fiscal year to the next.

III. Assumptions and Principles

1. Section 31522.1 of the California Government Code authorizes the Retirement Board to appoint the personnel necessary to administer the Marin County Employees' Retirement Association (MCERA).
2. Section 31580.2 of the California Government Code provides that upon appointment of such personnel, the Retirement Board will adopt an annual budget covering the entire expense of the administration of MCERA for the fiscal year.
3. Section 31580.2 of the California Government Code currently provides that the entire expense of the administration shall be paid from the earnings of MCERA and limits the expense of administration to twenty-one-hundredths of one percent (21 basis points) of MCERA's total accrued actuarial liability. Although no specific date for determining MCERA's total accrued liability for this purpose is set in the Government Code, for MCERA purposes, this date in practice has been, and is intended to continue to be, June 30 of the immediate prior fiscal year. In addition, 31580.2 provides that computer hardware, software, and consulting expenses are no longer subject to the administrative budget cap.

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4. Article XVI, Section 17 of the Constitution of the State of California grants plenary authority to the MCERA Retirement Board over the administration of MCERA, along with the fiduciary responsibility to the members and beneficiaries of MCERA for the prompt delivery of benefits and related services, as well as a secondary duty to the plan sponsors to minimize their contributions.
5. The duties and responsibilities of the Retirement Board require an open and cogent process for setting the administrative spending parameters for the fiscal year.
6. The Retirement Administrator is charged with the responsibility to administer the Association within the budget parameters established by the Retirement Board in its annual budget.

IV. Guidelines

1. General Provisions
 - A. The development of the proposed budget is the responsibility of the Retirement Administrator.
 - B. The review of the proposed budget is the responsibility of the Finance and Risk Management Committee.
 - C. The final review, approval and adoption of the Budget is the responsibility of the Retirement Board.
2. Proposed Budget – Board Package
 - A. Although the Budget will be adopted by expense category total, it will be presented in both program and line item format.
 - B. The program overview/policy presentation will include specific program goals to which the Retirement Administrator will commit for the fiscal year.
 - C. The line item presentation will include the previous year's actual expenditures, the current year's budget, the current fiscal year's estimated expenditures, and the budget year's proposed expenditures and a statement setting forth how the previous program goals were or were not met.
 - D. The line item presentation will include a list of the positions to be authorized for the budget year, and an organizational chart.
3. The Retirement Board's Budget Deliberations
 - A. Program expenditures to assure the prompt delivery of benefits and related services to the members and beneficiaries of the Association will receive primary consideration

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- B. The Proposed Budget Package will be brought before the Finance and Risk Management Committee for public discussion and deliberation during as many meetings as necessary for the Committee to recommend a Proposed Budget Packet to the Board.
- C. The Proposed Budget Package that is recommended by the Finance and Risk Management Committee will be considered during at least one Board meeting. If the Board requests material changes in the Proposed Budget Package, a revised Proposed Budget Package will be considered at a subsequent Board meeting.

4. Adoption, Amendment and Review

- A. The budget and authorized position list will be adopted by the Retirement Board.
- B. Retirement Administrator may ask the Board of Retirement to amend the budget for the current fiscal year by presentation of the reasons for the amendment, its impact, the program/policy or goal changes involved in the amendment and the cost of the amendment for the remainder of the fiscal year.
- C. The Retirement Administrator will provide quarterly budget review reports to the Retirement Board with comments on variances of ten percent (10%) or more from the adopted budget and a mid-year budget report at the Retirement Board's February meeting or following the first calendar-year meeting of the Finance and Risk Management Committee. The mid-year report may be used to explore program initiatives for the following fiscal year.

V. Process Review

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

VI. Retirement Administrator's Certificate

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was reviewed and made effective by the Marin County Employees' Retirement Association on May ~~1, 2024~~, 2021.

Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
DISABILITY RETIREMENT AND SURVIVOR BENEFITS APPLICATIONS POLICY**

ADOPTED: November 5, 2014

AMENDED: May 6, 2015

AMENDED: May 9, 2018

REVIEWED: May 5, 2021

REVIEWED: May 1, 2024

I. PURPOSE

This policy sets forth the manner in which the MCERA Board of Retirement (“Board”) will consider and act on applications for disability retirement and, to the extent factual issues need to be determined, on applications for service-connected survivor benefits as well (collectively referred to hereinafter as “Applications”).

II. SCOPE

This policy supplements, and is intended to be read harmoniously with, the provisions of MCERA’s Bylaws entitled “Procedures for Applications for Disability Retirement” (Part X, sections 1001-1014) and the MCERA Guidelines for Discussion of Disability Retirement and Survivor Benefit Applications at Board Meetings (“Discussion Guidelines”).

III. BACKGROUND

Since the mid-2000s, the Board has taken a number of steps to improve Board processes involved in the consideration of Applications.

Those improvements include, beginning in the late 2000s, seeking and obtaining recommendations on Applications from a Board Medical Advisor. The Medical Advisor’s recommendation is provided to the Board, the applicant, through his or her counsel if any, and to MCERA’s counsel, the Marin County Counsel.

In addition, in March 2011, the Board requested, and since then has received, a staff recommendation on Applications, both before and after administrative hearings. The Board and the applicant, through his or her counsel if represented, are provided with the confidential meeting agenda backup, which includes a copy of the staff recommendation. The staff recommendation is based upon input from the Retirement Administrator, Assistant Administrator and Disability Retirement Coordinator (“Staff Disability Review Committee”).

Next, on December 11, 2013, the Board adopted the MCERA Discussion Guidelines, which describe and explain the manner in which the Board conducts its meetings during which it considers Applications.

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Finally, on April 18, 2018, the Board directed staff to include an additional “possible motion” among those that are available to it after the Board initially considers an application, but before an administrative hearing, as set forth in the Policy below.

The Board seeks to continue to improve the efficiency and effectiveness of its processes regarding its consideration of Applications. The Board also seeks to provide additional information to its members, their advisors, and others, regarding its processes on these matters.

IV. POLICY

1. As provided in the MCERA Bylaws, section 1001, upon receipt of an Application and related materials as provided therein, and after the passage of time and the provision of notices as also set forth therein, but prior to any administrative hearing on that Application, the Retirement Administrator will present the Application to the Retirement Board for initial action.
2. If the Disability Review Committee and Board Medical Advisor agree that an applicant has sustained his or her burden of proof and the Application should be granted, in whole or in part, the Applications may be placed on the Board’s Disability Retirement consent agenda. At least 72 hours before the Board meeting, MCERA will distribute to the Board and its counsel, the applicant and/or his or her counsel, and MCERA’s counsel all confidential agenda back-up material on the Application, which will include the Disability Review Committee Summary and Recommendation, Medical Advisor Report and Recommendation (collectively, the “Recommendations”), and any other relevant background documentation (collectively, “Confidential Agenda Backup”). The Board may act on the consent agenda to adopt the Recommendations to grant, in whole or in part, the Application, or any voting Board member may pull the item from consent agenda for consideration in closed session (“Closed Session”).
3. If the Disability Review Committee and Board Medical Advisor agree that the applicant has not sustained his or her burden of proof and the Application should be denied, in whole or in part, the Application may be placed on the Board’s Disability Retirement consent agenda. At least 72 hours before the Board meeting, MCERA will distribute the Confidential Agenda Backup to the Board and its counsel, the applicant and/or his or her counsel and MCERA’s counsel. The Board may act on the consent agenda to adopt the Recommendations and deny the Application, in whole or in part, and provide the applicant with the opportunity to request, within 60 sixty days of the mailing of the notice of denial, an administrative hearing on the denial or any voting Board member may pull the item from the consent agenda for consideration in Closed Session. Any such administrative hearing shall be held as provided in the MCERA Bylaws, and in compliance with applicable law.
4. If the Disability Review Committee and Board Medical Advisor do not agree on a recommendation, then the Application may be agendized for the Board’s initial consideration in Closed Session. MCERA will distribute the Confidential Agenda Backup to the Board and its counsel, the applicant and/or his or her counsel and

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MCERA's counsel at least one (1) week before the Board meeting. The applicant's counsel or applicant if pro se, and MCERA's counsel, may, but are not obligated to provide a written response to the Confidential Agenda Backup to the Board through MCERA at least 72 hours prior to the Board meeting.

- a. The confidential agenda backup for the Closed Session, which will be provided to the Board and its legal advisor, the applicant and his or her counsel if any, and MCERA's attorney, with the Staff Summary and Recommendations, and any supporting documentation, the Medical Advisor's Report and Recommendation, and any supporting documentation, and all briefing submitted as provided herein.
5. If, as a result of its pre-administrative hearing deliberations on the Application, the Board votes to deny any aspect of the application, the Board may, in lieu of requiring the applicant to proceed immediately to administrative hearing to challenge the denial, instead provide the applicant with the opportunity to request Board reconsideration of the Application within a designated period of time, with briefing to be provided by the Applicant and MCERA's counsel on one or more topics that the Board will identify.
 6. After an Application has been adjudicated at an administrative hearing as provided in the MCERA Bylaws, the hearing officer will provide the Board with proposed findings of fact and a recommended decision, which will be agendaized on the Board's Disability Consent Agenda, unless the Retirement Administrator in consultation with the Board Chair concludes that Closed Session is warranted (subject to the Applicant always having the right for the Application to be considered in Open Session). The Retirement Administrator will provide the Board with a recommendation to act in accordance with Gov. Code sec. 31534, and as set forth in the Discussion Guidelines, as follows:
 - a. The Board may approve and adopt the proposed findings and recommendations of the hearing officer.
 - b. The Board may require a transcript or summary of all the testimony, plus all other evidence received by the hearing officer. Upon receipt thereof the Board will take such action as in its opinion is indicated by such evidence.
 - c. The Board may refer the matter back with or without instructions to the hearing officer for further proceedings.
 - d. The Board may set the matter for hearing before itself. At such hearing, the Board will hear and decide the matter as if it had not been referred to the referee.
 7. As to any Board actions taken in Closed Session, immediately after adjournment of closed session, the Chair will announce the Board's decision in open session, as well as the total vote tallies, and the votes of each Board member (which may be summarized by, among other things, identifying by name only the dissenting voters or by reporting a unanimous vote). That announcement will also be reported in the minutes of the Board meeting.

V. **POLICY REVIEW**

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

VI. **RETIREMENT ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this Policy was reviewed and made effective on May ~~1, 2024~~1, 2021.

Retirement Administrator

DRAFT

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
ELECTION AND DUTIES OF
BOARD OF RETIREMENT OFFICERS POLICY**

ADOPTED: May 2, 2012
REVIEWED: December 9, 2015
REVIEWED: December 12, 2018
AMENDED: October 14, 2020
AMENDED: May 5, 2021
REVIEWED: May 1, 2024

I. PURPOSE

MCERA Bylaws Section 102 provides, in pertinent part, that "At the first regular meeting in November of each year, the Retirement Board shall elect from its members a Chairperson, a Vice-Chairperson and A Secretary for a term of one (1) year or until a successor is duly elected and qualified." The Board of Retirement of MCERA ("Board") implements this policy to clarify its process with respect to the election and duties of such Board Officers.

II. PROCEDURE

A. Notification:

1. Annually at the September Board meeting the Retirement Administrator will present the Election and Duties of Board of Retirement Officers Policy to the Board for review and discussion. At the same meeting the Retirement Administrator will also inform the Board that nominations for Board Officers will be solicited at the October Board meeting.
2. At the October Board meeting, the Chair of the Board will ask members of the Board to express their interest in serving as Board Chair, Vice Chair and Secretary. Current officers may express an interest in continuing to serve in their positions subject to the limitations outlined in Sections III, A, 1.d, III. B.1.c and III.C.1.c.

III. POLICY

A. Election and Duties of Board Chair:

1. The Board Chair will be elected by the following process:
 - a. The Board Chair will be selected in an election held in open session by a public vote of the Board during the regular Board meeting held in November of each year.
 - b. Any regular (i.e., non-alternate) Board member may indicate his or her interest in the position or recommend another regular Board member for the position of Board Chair.

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- c. A candidate must receive at least five (5) affirmative votes to win the election. If no candidate receives five (5) votes, a second vote will be taken between the two candidates receiving the highest number of votes.
 - d. The Board Chair term is one (1) year, and may be renewed for no more than three (3) consecutive years.
2. The duties of the Board Chair are as follows:
- a. Presides at all Board meetings;
 - b. Appoints the members of all of the Board's standing committees and ad hoc committees, selects Chairs of such committees, and acts *ex officio* as the Chair of a standing committee if the selected Chair is absent or otherwise unable to participate with respect to a particular meeting of the committee;
 - c. Reviews and approves agenda items for Board meetings; provided, however, that approval of agenda items requested by other Board members or the Retirement Administrator will not be unreasonably withheld; and
 - d. Signs agreements on the Board's behalf, consistent with the Board's then applicable resolutions designating the authorized signatories for executing contracts, agreements and financial documents; and
 - e. Communicates periodically with Retirement Administrator regarding topics that implicate the prudent administration and governance of MCERA.
 - f. Performs other duties as directed by the Board.

B. Election and Duties of Vice Chair:

1. The Board Vice Chair will be elected by the following process:
 - a. Following election of the Board Chair, at the regular Board meeting held in November of each year, any regular Board member may indicate his or her interest in the position of Vice Chair or may recommend another regular Board member for the position.
 - b. A candidate must receive at least five (5) affirmative votes to win the election. If no candidate receives five (5) votes, a second vote will be taken between the two candidates receiving the highest number of votes.
 - c. The Board Vice Chair term is one (1) year, and may be renewed for no more than three (3) consecutive years.

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2. The duties of the Vice Chair are as follows:
 - a. Assumes and discharges the Chair's duties when the Chair is absent or otherwise unable to perform them, or when directed by the Chair; and
 - b. Performs other duties as directed by the Board.

C. Election and Duties of Secretary:

1. The Board Secretary will be elected by the following process:
 - a. Following election of the Board Vice Chair, at the regular Board meeting held in November of each year, any regular Board member may indicate his or her interest in the position of Secretary or may recommend another regular Board member for the position.
 - b. A candidate must receive at least five (5) affirmative votes to win the election. If no candidate receives five (5) votes, a second vote will be taken between the two candidates receiving the highest number of votes.
 - c. The Board Secretary term is one (1) year, and may be renewed for no more than three (3) consecutive years.
2. The duties of the Secretary are as follows:
 - a. Assure that minutes are taken of all Board and committee meetings; and
 - b. Perform such other duties as directed by the Board.

D. Filling a Vacancy in an Officer Position

1. In the event an elected officer of the Board vacates his or her officer position by resigning from the Board or the officer position, or for any other reason, and if at least three (3) months remain in the term of the vacating officer's position, then the Board will elect a replacement officer at the next regularly scheduled Board meeting. Board members who hold other offices on the Board may be considered for the open position, and, if elected, in the interest of filling all officer positions on the Board, the Board will also vote on the newly vacated position during the same meeting.
2. If fewer than three (3) months remain in the term of the vacating officer's position, but at least two officers remain on the Board, then the remaining officers will assume the duties of their positions as provided herein (e.g., the Vice-Chair will assume the responsibilities of the Chair), except that if the vacancy is in the office of the Secretary, then the Vice Chair shall assume the responsibilities of the Secretary.

IV. POLICY REVIEW

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

V. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was ~~reviewed~~~~amended~~ by MCERA on May ~~1, 2024~~~~5, 2021~~.

Retirement Administrator

DRAFT

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
INVESTMENT CODE OF CONDUCT AND INSIDER TRADING POLICY**

APPROVED: October 8, 2008
REVIEWED: February 8, 2012
REVIEWED: May 6, 2015
REVIEWED: May 9, 2018
REVIEWED: May 5, 2021
REVIEWED: May 1, 2024

I. Purpose.

The Securities and Exchange Commission (the "SEC") issued a Report of Investigation in 2008 admonishing public pension funds to provide internal training on, and to adopt and follow clear policies regarding, insider trading. In response to that SEC guidance and to further its own goal of upholding its high standards of ethics and conduct, the Board of Retirement of MCERA (the "Board") hereby adopts this Insider Trading Policy that applies equally to employees of MCERA, Board trustees and MCERA consultants (collectively, the "covered persons").

The term "insider trading" is not defined by the securities laws, but it is generally understood that applicable law prohibits (1) trading by an insider while in possession of material nonpublic information; (2) trading by a non-insider while in possession of material nonpublic information where the information was disclosed to the non-insider in violation of an insider's duty to maintain the information confidential; and (3) communicating material nonpublic information to others. The definition of "securities" is intended to be broad and includes stock, preferred stock, warrants, convertible debentures and exchange-traded derivative securities, in addition to other types of investments.

Any trading in securities by any covered person in violation of this policy may result in sanctions that may, depending on the nature and severity of the violation, result in termination of employment or engagement with MCERA, and/or penalties and/or sanctions imposed by others.

II. Policy Statement.

No covered person who has any material nonpublic information relating to any publicly traded company or other entity with which MCERA invests or does business directly or indirectly, which by way of example may include customers, partners, or suppliers, may buy or sell securities of such company or pass the information to others or otherwise attempt to take advantage of and/or otherwise benefit from the material, nonpublic information. All memoranda, correspondence and other documents that contain nonpublic information must be kept in a secure place where others do not have access to such information. Unless expressly approved by MCERA's Board, even if a covered person is not in possession of insider information, it is the policy of MCERA that no covered person may buy or sell or recommend to any other person to buy or sell securities of any publicly traded company or other entity in which MCERA, in the exercise of its own investment discretion, has, within the thirty days prior or subsequently, expressly authorized the purchase or sale of securities in the

same issuer or entity. This prohibition shall not be construed to apply to securities purchased or sold on behalf of MCERA by entities to whom MCERA's Board has delegated discretionary investment authority. Inadvertent violations of this policy will be addressed on individual bases, and will be addressed according to the nature and severity of the violation.

III. Guidelines.

Who is an Insider

A covered person is considered to be an insider. A person can be a temporary insider if he or she enters into a special confidential relationship in the conduct of MCERA's business and, as a result, is given access to information not available to the public. Examples of a temporary insider are MCERA's lawyers, auditors, actuary and consultants and the employees of these organizations.

Penalties for Insider Trading

The SEC imposes penalties on persons who trade on inside information or tip information to others, including, but not necessarily limited to, the following:

For individuals who trade on inside information or tip information to others:

- Imprisonment;
- Civil penalties of up to the greater \$1,000,000 (for control persons only) **or** three times the profit gained or loss avoided; and
- Criminal fines of up to \$5 million.

In addition to the penalties listed above, for a public pension fund or other third parties (such as a consultant's firm) (as well as certain supervisors) that fails to take appropriate steps to prevent illegal trading:

- A civil penalty of the greater of \$25 million or three times the profit gained or loss avoided as a result of the employee's violation.

In addition, MCERA's Board may impose any penalties permitted by law on covered persons, including, without limitation, termination of a contract, for failing to comply with this policy.

Material information

Material information is any information that a reasonable investor would consider important in deciding to buy, hold or sell securities or that could reasonably be expected to affect the price of the company's securities. It can be positive or negative information, and can relate either to MCERA itself, or to any publicly traded company or other entity in which MCERA invests or with which it does business directly or indirectly. Some examples may include:

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- Projections of future earnings or losses;
- The proposed acquisition of a company or business, or sale of a company or any assets;
- New equity or debt offerings;
- Significant new products or discoveries, or grants or allowances of patents;
- A stock split or change in dividend policy;
- Significant price changes;
- Significant product defects or modifications;
- The gain or loss of a significant product sale, customer or collaborator,
- Significant regulatory actions concerning new or proposed products;
- Results of product trials;
- Financial problems or plans to file bankruptcy;
- Changes in senior management;
- Plans to raise additional capital through stock sales or otherwise; and
- Significant litigation exposure due to actual or threatened litigation.

Nonpublic information

Information is considered to be nonpublic until it has been communicated to the marketplace. Since the markets require some time to process new information, for purposes of this policy, information becomes public 48 hours after the company has disclosed the information by issuance of a press release to the news services or by an appropriate disclosure filing with the SEC. Any decision regarding when information about a company will be publicly released belongs solely to senior management of that company. No covered person should ever disclose nonpublic material information about a company to the public.

Prohibition on "tipping"

Covered persons are responsible for ensuring that every person who lives in their household, including any adult relatives or other unrelated persons, complies with this policy. The SEC and the courts often view people in the same household as a "unit" and impose penalties accordingly. In addition, any covered person who possesses material nonpublic information about a company is an "insider" for as long as the information is not publicly known and must not pass that information on to others intentionally or unintentionally ("tipping").

Importantly, trading in securities by anyone who receives any material nonpublic information (including information in the form of a recommendation to buy or sell securities, even if the exact nonpublic information is not disclosed) from a covered person, including such person's relatives, friends, or acquaintances, can result in liability for the covered person, the tippee and for MCERA. This is true whether information is passed with the hopes that others will trade, whether information is inadvertently shared in social conversation, or whether such other persons were believed to be under an obligation of confidence to the "tipper." It does not matter if the covered person benefits personally from the trading.

Examples of violations

Attached hereto and incorporated herein by this reference are examples of insider trading and other violations of this Investment Code of Conduct and Insider Trading Policy.

IV. Policy Review.

The Board shall review this Investment Code of Conduct and Insider Trading Policy at least every three years to assure its efficacy and relevance. This Policy may be amended from time to time by majority vote of the Board.

V. Retirement Administrator's Certificate.

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the review of this Policy on May ~~1, 2024~~, 2021.

Retirement Administrator

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**EXAMPLES OF INSIDER TRADING AND OTHER VIOLATIONS
OF INVESTMENT CODE OF CONDUCT**

1. Trading By Insider

An MCERA Board member learns that the MCERA's money managers are planning to sell off over \$100 million of holdings in a small pool of micro-cap stocks in favor of repositioning the investment portfolio toward large-cap stocks. Prior to the public announcement of such investment concentration changes, the Board member buys put options in several of the micro-cap companies, anticipating that the sale of MCERA's holdings will cause those stocks to drop in value. The member of the Board, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. The member of the Board also is subject to, among other things, criminal prosecution, including up to \$1,000,000 in additional fines and 25 years in jail.

2. Trading By Tippee

A member of MCERA's Board tells a friend that MCERA is about to publicly announce that it has entered into an agreement to purchase an office building from Corporation X, a small publicly-traded company, for \$25 million. This is a small transaction for MCERA, but a significant transaction for Corporation X. This tip causes the friend to purchase X Corporation's stock in advance of the announcement. The member of the Board is jointly liable with his friend for all of the friend's profits and each is liable for all penalties of up to three times the amount of the friend's profits. In addition, the member of the Board and his friend are subject to, among other things, criminal prosecution, as described above.

3. Misappropriation

A consultant working with MCERA is given access to sensitive financial materials during the course of her job. Through review of these materials, she learns that MCERA has entered into an agreement to purchase an office building worth \$25 million, currently owned by Corporation X, a small publicly-traded company. This is a small transaction for MCERA, but a significant transaction for Corporation X. She then buys stock in Corporation X prior to announcement of the deal. The consultant, an insider, has misappropriated material non-public information, and is liable for all profits as well as penalties of up to three times the amount of all profits. In addition, the consultant is subject to, among other things, criminal prosecution, as described above.

4. Other Trading in Violation of Investment Code of Conduct

MCERA's agenda packet is distributed on 11/1/08 and publicly announces that MCERA's Board will, at its 11/8/08 meeting, consider entering into an agreement to purchase an office building from Company X, a limited partnership. On 11/5/08, an MCERA's Board member invests in Company X. MCERA's Board votes on 11/8/08 to purchase said building. While perhaps not violative of the federal securities laws, MCERA's Board member has violated the Investment Code of Conduct and may also have violated conflict of interest prohibitions of California law in Government Code sections 87100, et seq. and 1090.

**RESOLUTION 2010/11-03
MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
PLACEMENT AGENT PAYMENT DISCLOSURE RESOLUTION AND POLICY**

Adopted: December 9, 2009
Amended: February 9, 2011
Amended: November 2, 2011
Reviewed: May 6, 2015
Reviewed: May 9, 2018
Amended: May 5, 2021
Reviewed: May 1, 2024

WHEREAS, California Government Code section 7513.85, chaptered on October 11, 2009 to be effective immediately ("Section 7513.85"), requires all California public retirement systems to develop and implement, on or before June 30, 2010, a policy requiring the disclosure of payments to placement agents made in connection with system investments in or through external managers ("Placement Agent Payment Disclosure Policy" or "Policy").

WHEREAS, placement agent as described in this Policy includes all those identified in California Government Code section 7513.8, as amended.

WHEREAS, the Board of Retirement ("Board") of the Marin County Employees' Retirement Association ("MCERA") has determined, upon the recommendation of the MCERA Governance Committee, that adoption of a Placement Agent Payment Disclosure Policy is consistent with the Board's fiduciary responsibilities.

WHEREAS, Section 7513.85 requires the Placement Agent Payment Disclosure Policy to include, but not be limited to, six of the requirements enumerated in the Policy, and new California Government Code section 7513.9 requires additional disclosures that also are enumerated in this Policy.

WHEREAS, the MCERA Governance Committee has recommended, and the Board has determined, that the Placement Agent Payment Disclosure Policy or similar acknowledgement must be agreed to in writing, and a report shall be filed annually, by all of MCERA's current and future external investment managers.

WHEREAS, in compliance with Section 7513.85, any external investment manager or Placement Agent that violates this Policy shall not solicit new investments from MCERA for five years after the violation is committed, unless the Board decides, in open session by majority vote, to waive the five year prohibition upon a showing of good cause.

WHEREAS, the Board reserves the right to impose an additional penalty of a fine on a external investment manager who violates this Policy, and does not establish good cause therefore to the reasonable satisfaction of the Board; provided, however, that said fine may not exceed the fees due from MCERA to the manager from the date of the violation to the date of the fee's imposition.

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NOW, THEREFORE, BE IT RESOLVED, THAT:

Prior to MCERA investing with any external investment manager, and contemporaneous with required annual filings of Statements of Economic Interests (Form 700) or similar disclosures with respect to all MCERA existing external investment managers, MCERA shall be provided with a written representation from the investment manager, in a form acceptable to MCERA's legal counsel, stating that (1) the external investment manager agrees with the disclosure and penalty provisions set forth in this Policy and (2) it has not used a Placement Agent in connection with MCERA's investment, or if the manager has used a Placement Agent, it will disclose the following:

1. The name of the Placement Agent(s) and the relationship between the external investment manager and Placement Agent(s).
2. A resume for each officer, partner, or principal of the Placement Agent detailing the person's education, professional designations, regulatory licenses, and investment and work experience.
3. A description of any and all compensation of any kind provided, or agreed to be provided, to the Placement Agent.
4. A representation that the compensation provided is the sole obligation of the external investment manager and not of MCERA or the limited partnership.
5. A description of the services performed, and to be performed, by the Placement Agent.
6. A statement whether the Placement Agent, or any of its affiliates, are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, or any similar regulatory agent in a county other than the United States, and the details of that registration or explanation as to why no registration is required.
7. A statement whether the Placement Agent, or any of its affiliates, is registered as a lobbyist with any state or national government.
8. All campaign contributions made by the Placement Agent to any elected member of the Board, and to any member of the Marin County Board of Supervisors, during the prior 24-month period, which disclosure shall be amended if any campaign contributions are made during the time the Placement Agent is receiving compensation in connection with a system investment.
9. All gifts, as defined in Government Code section 82028, given by the Placement Agent to any member of the Board, or to the Board's investment consultant, during the time the Placement Agent is receiving compensation in connection with a system investment.
10. All current or former MCERA Board members, employees, or consultants or

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11. A member of the immediate family of any such person who are either employed or receiving compensation from the Placement Agent.
12. The names of any current or former MCERA Board members, employees, or consultants who suggested the retention of the Placement Agent.

Policy Review

The Board shall review this Placement Agent Payment Disclosure Policy at least every three years to assure its efficacy and relevance. This Policy may be amended from time to time by majority vote of the Board.

Retirement Administrator's Certificate

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the ~~review~~^{amendment} of this Policy.

Dated: May ~~1, 2024~~^{1, 2025}, ~~2021~~

Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
POLICY REGARDING RECIPROCAL MEMBERS'
FINAL COMPENSATION DETERMINATIONS**

Adopted: December 14, 2011

Reviewed: May 6, 2015

Reviewed: May 9, 2018

Reviewed: May 5, 2021

Reviewed: May 1, 2024

I. PURPOSE

The Board of Retirement of MCERA ("Board") implements this policy to apply the reciprocity rules under the County Employees' Retirement Law of 1937 (Gov. Code sec. 31450 et seq.), as described in *Stillman v. Board of Retirement* (2011) 198 Cal. App. 4th 1355 ("*Stillman*") and set forth herein.

II. POLICY

A. Reciprocal Members' Final Compensation Determinations

As provided in *Stillman*, the items of compensation that MCERA is to include in its calculation of "compensation earnable" and "final compensation" for a member who has established reciprocity with another public retirement system in California includes only those items of compensation that are permitted to be included in final compensation determinations under CERL and by MCERA.

For example, because MCERA Board Resolution No. 2008/09-04 provides that MCERA determinations of compensation earnable are not to include cash outs of accrued leave in excess of that which the member is permitted to both earn and receive in cash during a single twelve-month period, any cash outs by a reciprocal member in excess of such amount also will not be included in the calculation of an MCERA member's benefit, even if a reciprocal system includes that payment in its retirement allowance calculation.

Other examples of items that are excluded from MCERA calculations of compensation earnable, that may potentially be included by other public retirement systems under laws, policies, agreements or practices applicable to them, include, without limitation: (i) employer payments of employee contributions; (ii) employer payments of deferred compensation on behalf of employees; (iii) noncash advantages that are excluded from compensation earnable under the CERL; (iv) cash payments for accrued leave in amounts that exceed that which the member earned and was permitted to receive in cash during a twelve-month period as described in MCERA Board Resolution No. 2008/09-04; (v) executive bonuses, as described in MCERA Board Resolution Nos. 2008/09-05 and 2009/10-04; and (vi) payments made in connections with separation, as described in MCERA Board Resolution No. 2011/12-04.

Conversely, items that a reciprocal retirement system does not include under its laws, policies, agreement or practices, but that laws governing MCERA require to be included in retirement allowance calculations, will be included.

For clarification, MCERA will not disapprove the inclusion in, or exclusion from, a retirement allowance calculation of any item that is approved by the reciprocal retirement system, so long as

such inclusion or exclusion does not conflict with the laws, policies, agreements and practices that govern MCERA.

B. Implementation

For purposes of implementing this Policy, the rules set forth herein shall apply only to MCERA members who retire from MCERA on and after its date of adoption. All MCERA members who retire before said adoption date, and their beneficiaries, shall not be impacted by this Policy.

III. POLICY REVIEW

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

IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was reviewed by MCERA on May 15, 20241.

Retirement Administrator

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**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
RETIREMENT ADMINISTRATOR
ANNUAL PERFORMANCE EVALUATION POLICY**

ADOPTED: June 11, 2008
AMENDED: March 10, 2010
AMENDED: September 8, 2010
AMENDED: November 7, 2012
AMENDED: May 6, 2015
REVIEWED: May 9, 2018
REVIEWED: May 5, 2021
[REVIEWED: May 1, 2024](#)

I. PURPOSE

The purpose of the Marin County Employees' Retirement Association ("MCERA") Retirement Administrator Annual Performance Evaluation Policy is to provide a documented process that the Board shall follow when assessing the Retirement Administrator's performance, providing feedback, and determining compensation on an annual basis.

II. ASSUMPTIONS

1. Evaluating the performance of the Retirement Administrator is one of the most important duties of the MCERA Board of Trustees. Accordingly, the process should be designed to include the active participation of all trustees, and seek to obtain comment as well from former trustees who served on the Board during the time period under review.
2. With regards to the annual evaluation process, timing is of the essence. Given that there exists the potential for trustee turnover each year, it is important that the evaluation process be timely completed such that any departing trustees who have observed the Retirement Administrator's performance during the preceding year may participate. The evaluation process, including the basis of the evaluation and the results, should be transparent to all trustees and the Retirement Administrator.
3. The Board may, but is not required to, request input from any individuals or entities who report to the Retirement Administrator in connection with the evaluation.

III. POLICY GUIDELINES

1. Annual Evaluation Form

- a) The Retirement Administrator Performance Evaluation Form sets out the criteria to be used by the trustees in evaluating the Retirement Administrator's performance each year. A copy of the Retirement Administrator Performance Evaluation Form is attached as Exhibit A.

2. Evaluation Criteria

- a) In determining the performance criteria to be incorporated in the Retirement Administrator Performance Evaluation Form, the following guidelines shall be observed:
 - i) To the extent possible, the criteria should be objective in nature.
 - ii) The criteria should address the Retirement Administrator's performance in meeting annual business objectives. Each year, the Board will define a set of key business objectives for the Retirement Administrator that are critical to advancing MCERA's strategies. Target performance should be defined for each objective. The Retirement Administrator's performance on each key business objective will be weighted as 50% of the evaluation.
 - iii) The criteria should address the Retirement Administrator's leadership competencies, including the following: vision and strategy; maximizing talent; staff administration; leading change; technical expertise; and judgment and decision making. The Retirement Administrator's leadership competencies will be weighted as 30% of the evaluation.
 - iv) The criteria should address the Retirement Administrator's performance in carrying out ongoing responsibilities. These responsibilities include overseeing day-to-day operations, implementing new strategies, resource development, and external/community relations. The Retirement Administrator's ongoing responsibilities will be weighted as 20% of the evaluation.
 - v) The criteria should also provide an overall evaluation rating as well as an opportunity for each trustee to suggest specific ways in which the Retirement Administrator may improve performance in the future.

3. Evaluation Timetable

- a) Each year, the Retirement Administrator and the Board will discuss and confirm the business objectives for the upcoming fiscal year. These objectives will be memorialized in writing, kept by the Board Clerk and used in the upcoming fiscal year to evaluate the Retirement Administrator's performance.
- b) Each year, the Board and Retirement Administrator will conduct a mid-year informal performance discussion.
- c) Four weeks prior to the Board's scheduled performance review, the Retirement Administrator will provide a self-evaluation to the Board members for their consideration in the Retirement Plan Administrator's evaluation.
- d) Four weeks prior to the Board's scheduled performance review of the Retirement Administrator, the Chairperson of the Board shall provide all trustees with a copy of the Retirement Administrator Performance Evaluation Form (See Exhibit A) , including business objectives, approved for that year.
- e) Trustees shall complete the Retirement Administrator Performance Evaluation forms and forward them to the Board Chairperson no later than two weeks prior to the scheduled performance review.
- f) The completed Retirement Administrator Performance Evaluation Forms shall be analyzed, and a Summary prepared by the Chairperson. Copies of the Summary

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shall be provided to the Retirement Administrator and all trustees at least one week prior to the August Board meeting.

- g) The Retirement Administrator shall have an opportunity to present and discuss, in executive session, his or her performance evaluation with the Board at its August Board meeting. Subsequent to the discussion, the Retirement Administrator may be asked to excuse himself or herself from the meeting to allow the Board to conduct further discussions.
- h) Based upon the Summary of Evaluations and the subsequent discussions involving the Board and the Retirement Administrator, the Board Chair shall prepare a Consensus Evaluation. At the September meeting of the Board, the Chair shall present the Consensus Evaluation.
- i) Compensation negotiations, as set forth in Section 4 below, will commence in August. It is the Board's intent to complete the evaluation and compensation process by the end of September.

4. **Compensation**

- a) Upon completion of the annual performance evaluation, the Board shall review the compensation of the Retirement Administrator for the following year in accordance with the provisions of the Retirement Administrator's existing employment agreement with MCERA. In doing so, the Board shall adhere to the following guidelines or principles:
 - i) Compensation should be arrived at initially through a negotiation process involving the Board Chair, or designee(s), and the Retirement Administrator. The final decision, however, rests with the Board.
 - ii) The compensation package established each year should be in consideration of previous year's practices and general industry practices.
 - iii) MCERA's Retirement Administrator will be granted any and all COLAs that are approved for Marin County unrepresented management subject to approval of the MCERA Board.
 - iv) Should compensation include an incentive-based element, the Board will establish with the Retirement Administrator specific and objective criteria that will serve as the basis for awarding said incentive element.
- b) Determining the structure of the compensation package, the Board may incorporate the following elements as it deems appropriate:
 - i) Salary
 - ii) Performance incentives
 - iii) Perquisites
 - iv) Benefits
 - v) Severance

5. **Transition**

Throughout the above process, the Chairperson of the Board shall establish and maintain a file containing a record of all relevant activities involving the Retirement Administrator Evaluation Process, including the Retirement Administrator Performance Evaluation Form, completed individual Evaluation Forms, Summary of Evaluations, Consensus Evaluation, etc.

IV. POLICY REVIEW

This policy shall be reviewed by the Board at least every three (3) years to ensure that it remains relevant and appropriate.

V. ADMINISTRATOR'S CERTIFICATE

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

Dated: May ~~1, 2024~~, 2021

Retirement Administrator

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Exhibit A

MCERA – Retirement Administrator Performance Evaluation Form

Rating Scale Definitions

Use the 5 level rating scale described on the attached Exhibit B to evaluate employee performance against goal achievement and demonstration of competencies for the upcoming performance period.

1. Retirement Administrator Annual Goals (50% of evaluation)

Instructions: At the beginning of the year, the Board will define a set of key goals for the Retirement Administrator that are critical to advance MCERA’s strategies. Target performance should be defined for each goal. At year-end, please rate the Retirement Administrator’s performance on each key business objective using the rating scale shown.

Goal #1

Define the Key Business Objectives:

Define Target Performance:

Priority
(optional – start of year)

Rating
(required)

Results Achieved/Comments: *(optional)*

Goal #2

Define the Key Business Objective:

Define Target Performance:

Priority
(optional – start of year)

Rating
(required)

Results Achieved/Comments: *(optional)*

Goal #3

Define the Key Business Objective:

Define Target Performance:

Priority
(optional – start of year)

Rating
(required)

Results Achieved/Comments: *(optional)*

Goal #4

Define the Key Business Objective:

Define Target Performance:

Priority
(optional – start of year)

Rating
(required)

Results Achieved/Comments: *(optional)*

Goal #5

Define the Key Business Objective:

Define Target Performance:

Priority
(optional – start of year)

Rating
(required)

Results Achieved/Comments: *(optional)*

(Overall weighted average on goal achievement will be calculated)

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2. Retirement Administrator Leadership Competencies (30% of evaluation)		
<p>Instructions: At the beginning of the year, the Board will review the leadership expectations with the Retirement Administrator and discuss strengths and developmental areas. At year-end, please rate the Retirement Administrator's performance on each of the leadership expectations using the rating scale shown in Exhibit B to the Policy.</p>		
Leadership Competencies (Equally Weighted)	Comments <i>(optional)</i>	Rating <i>(required)</i>
<p>1 Vision and Strategy -- Develops a compelling picture of MCERA's vision and strategy; understands the long-term view of MCERA's strengths, challenges, and opportunities; anticipates competitive trends and develops innovative strategies.</p>		
<p>2 Maximizing Talent -- Builds MCERA's long-term capability by ensuring the organization attracts, engages and retains a talented, diverse workforce; coaches and develops direct reports and emerging leaders.</p>		
<p>3 Leading Change -- Creates and drives critical change initiatives across MCERA by defining outcomes, energizing others and actively working with stakeholders to identify and work through resistance.</p>		
<p>4 Technical Expertise -- Builds depth and breadth of technical expertise and effectively makes decisions based on technical knowledge to increase credibility and success of MCERA.</p>		
<p>5 Judgment and Decision Making -- Generates insightful, innovative and practical solutions to complex or unusual problems through the use of critical thinking and judgment; effectively balances risk in decision making.</p>		
3. Ongoing Retirement Administrator Responsibilities (20% of evaluation)		
<p>Instructions: In addition to specific goals, the Retirement Administrator also has many important ongoing responsibilities. At year-end, please rate the Retirement Administrator's performance on these ongoing responsibilities using the rating scale shown on Exhibit B to the Policy.</p>		
Ongoing Responsibilities	Comments <i>(optional)</i>	Rating <i>(required)</i>
<p>Retirement Administrator's Performance in Carrying Out Ongoing Responsibilities -- includes overseeing day-to-day operations, implementing new strategies, resource development, and external/community relations.</p>		
4. Overall Evaluation		
<p>Instructions: At year-end, please consider the Retirement Administrator's performance for the full year and provide an overall evaluation using the rating scale shown. (Note: while a calculated overall rating will be generated, this question allows each Board member to reflect on the Retirement Administrator's performance for the full year and provide a comprehensive evaluation including consideration of performance areas that may not be covered by this form.)</p>		
		Rating <i>(required)</i>
Overall Evaluation Rating		

5. Open Ended Questions (Optional)

1. What was the Retirement Administrator's most significant achievement over the past year?
2. Which area of the Retirement Administrator's performance, if any, needed more attention over the past year?
3. Which current or new goals should the Retirement Administrator focus on during the next 12 months?
4. Please share any additional comments.

Thank you.

Evaluator: _____
Name:

Date: _____

Exhibit B

RATING LEVELS AND DEFINITIONS FOR MCERA RETIREMENT ADMINISTRATOR EVALUATION

5. Outstanding

- Performance is **distinguished**, consistently exceeding goals, standards, and expectations and reflects a rare level of contribution.
- Demonstrates high level of knowledge or skill in the **most complex** job aspects
- Contributes **innovative** solutions to advance the goals of the organization
- Performance is characterized by **unusual** insight, initiative, and accomplishment.
- Has a **significant and direct influence** on the positive performance of the work group, including partners and stakeholders, as reflected by the team’s commitment and performance quality

4. Exceeds Expectations

- Performance exceeds goals, standards, and expectations, reflecting a **superior** level of contribution.
- Demonstrates **better than required knowledge** and/or skill
- Performance is **consistently** characterized by sound judgment, initiative, and accomplishment.
- Has a **visible and positive influence** on the performance of the work group, including partners and stakeholders, as reflected by the team’s commitment and performance quality

3. Competent and Effective

- Performance is **successful**, meeting performance goals, standards, and expectations. (Note: It is possible to have an overall rating of “competent and effective” even though the employee has one or more “needs improvement” ratings in individual performance categories.)
- Demonstrates **required knowledge** and/or skill to perform assigned duties successfully
- Has a **positive effect** on the performance of the work group, including partners and stakeholders, as reflected by the team’s commitment and performance quality

2. Needs Improvement

- Meets some goals, standards, and expectations but performance is inconsistent and there are areas of deficiency
- Does not demonstrate required knowledge and/or skill to perform certain job duties
- Performance is below that which can be expected of a manager or supervisor after a reasonable period of training.
- Performance may have a negative impact on the work program and/or work group.

1. Unsatisfactory

- Performance is consistently below standards and expectations in many areas.
- Rarely completes assignments or achieves performance goals on schedule
- Does not demonstrate required knowledge and/or skills to perform most job duties
- Performance has a negative impact on the work program and/or workgroup.

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
SENIOR MANAGEMENT CONTINGENCY PLAN POLICY**

Adopted: November 2, 2011

Reviewed: May 6, 2015

Reviewed: May 9, 2018

Reviewed: May 5, 2021

Reviewed: May 1, 2024

I. PURPOSE

The purpose of the MCERA Senior Management Contingency Plan Policy is to ensure that in the event of a crisis in executive leadership, a clear and rational plan exists to insure continuity in leadership at the senior management level, thus mitigating the risk of interruptions in plan operations.

II. ASSUMPTION & PRINCIPLES

- A. The loss of the Retirement Administrator for any reason requires a swift and considered response in order to minimize potential disruptions to the Association.
- B. MCERA accepts the need to maintain, whenever possible, a differentiation between the roles of the Board and management, even if the Retirement Administrator should be unable or unwilling to carry on in his/her capacity as the senior executive officer of the Association.

III. POLICY GUIDELINES

- A. In the event the Retirement Administrator is unable to carry out his/her duties due to death, illness, departure, or other reason, it is the Board's intent that the Assistant Retirement Administrator immediately assume the role of Acting Retirement Administrator and assume all responsibility and authority previously delegated to the Retirement Administrator by the Board of Trustees.
- B. In the event that the Assistant Retirement Administrator is required to assume the duties of the Retirement Administrator on an interim basis, the Board shall convene an emergency meeting of the Board to ratify the Acting Retirement Administrator's interim authority and initiate a process to appoint a permanent successor to the Retirement Administrator.
- C. In the event that the Assistant Retirement Administrator is unable to carry out the responsibilities of Retirement Administrator due to death, illness, departure, or other reason, the Board shall promptly convene an emergency meeting of the Board to select an appropriate interim replacement and initiate a process to hire a permanent successor to the Retirement Administrator.

B.4.i

- D. In selecting an interim candidate to serve as Acting Retirement Administrator, in the event the Assistant Retirement Administrator is unavailable to do so, the Board shall give consideration to the skills and experience of the candidates and the extent to which they best match the minimum qualifications for the position and the needs of the Association.
- E. In the event that it becomes necessary to replace the Retirement Administrator on an interim basis, the Board shall negotiate with the candidate the compensation package to be received by the Acting Retirement Administrator.
- F. In the event that an Assistant Retirement Administrator position should become vacant at any time while the Retirement Administrator is available, the Retirement Administrator shall promptly inform the Board of Trustees and initiate a process to identify a replacement for the Assistant Retirement Administrator as soon as possible.

IV. POLICY REVIEW

The Governance Committee shall review this policy at least every three (3) years to ensure that it remains relevant and appropriate.

V. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this Policy was reviewed by MCERA on May 1, 2024, ~~2021~~.

Retirement Administrator

B.5 Next Committee Meeting

This is a discussion with no backup.