PIRC

Nottinghamshire CC Pension Fund

PROXY VOTING REVIEW

PERIOD 1st July 2018 to 30th September 2018

Contents

1 Resolution Analysis

- Number of resolutions voted: 757 (note that it MAY include non-voting items).
- Number of resolutions supported by client: 522
- Number of resolutions opposed by client: 198
- Number of resolutions abstained by client: 26
- Number of resolutions Non-voting: 4
- Number of resolutions Withheld by client: 7
- Number of resolutions Not Supported by client: 0

1.1 Number of meetings voted by geographical location

Location	Number of Meetings Voted
UK & BRITISH OVERSEAS	29
EUROPE & GLOBAL EU	6
USA & CANADA	14
JAPAN	2
TOTAL	51

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	522
Abstain	26
Oppose	198
Non-Voting	4
Not Supported	0
Withhold	7
US Frequency Vote on Pay	0
Withdrawn	0
TOTAL	757

1.3 List of meetings not voted and reasons why

Company	Meeting Date	Type	Comment
TWENTY-FIRST CENTURY FOX INC	27-07-2018	EGM	no ballot received
EMS-CHEMIE HOLDING AG	11-08-2018	AGM	zero votable shares

1.4 Number of Votes by Region

	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total
UK & BRITISH OVERSEAS	392	19	113	0	0	0	0	0	524
EUROPE & GLOBAL EU	45	3	40	4	0	0	0	0	92
USA & CANADA	70	4	37	0	0	7	0	0	118
JAPAN	15	0	8	0	0	0	0	0	23
TOTAL	522	26	198	4	0	7	0	0	757

1.5 Votes Made in the Portfolio Per Resolution Category

	Portfolio						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	4	0	1	0	0	0	0
Annual Reports	33	8	24	0	0	0	0
Articles of Association	6	0	1	0	0	0	0
Auditors	41	5	20	0	0	0	0
Corporate Actions	8	0	0	0	0	0	0
Corporate Donations	19	1	1	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	292	11	85	0	0	7	0
Dividend	27	0	1	0	0	0	0
Executive Pay Schemes	0	0	4	0	0	0	0
Miscellaneous	26	0	5	0	0	0	0
NED Fees	2	0	1	0	0	0	0
Non-Voting	0	0	0	4	0	0	0
Say on Pay	0	1	9	0	0	0	0
Share Capital Restructuring	1	0	0	0	0	0	0
Share Issue/Re-purchase	58	0	46	0	0	0	0
Shareholder Resolution	5	0	0	0	0	0	0

1.6 Votes Made in the UK Per Resolution Category

	UK						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
Annual Reports	25	1	1	0	0	0	0
Remuneration Reports	6	7	14	0	0	0	0
Remuneration Policy	0	0	4	0	0	0	0
Dividend	24	0	0	0	0	0	0
Directors	195	6	37	0	0	0	0
Approve Auditors	12	4	11	0	0	0	0
Share Issues	52	0	0	0	0	0	0
Share Repurchases	1	0	24	0	0	0	0
Executive Pay Schemes	0	0	2	0	0	0	0
All-Employee Schemes	2	0	1	0	0	0	0
Political Donations	19	1	1	0	0	0	0
Articles of Association	3	0	1	0	0	0	0
Mergers/Corporate Actions	2	0	0	0	0	0	0
Meeting Notification related	24	0	0	0	0	0	0
All Other Resolutions	27	0	17	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.7 Votes Made in the US Per Resolution Category

	US/Global US & Canada						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	2	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	3	0	0	0	0	0	0
Auditors	0	0	8	0	0	0	0
Corporate Actions	6	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	53	3	13	0	0	7	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	2	0	0	0	0
Miscellaneous	0	0	5	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	1	9	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	1	0	0	0	0	0	0

1.8 Shareholder Votes Made in the US Per Resolution Category

US/Global US and Canada

	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
Social Policy							
Political Spending/Lobbying	0	1	0	0	0	0	0
Executive Compensation							
Severance Payments	0	1	0	0	0	0	0
Performance Metrics Requirement	0	1	0	0	0	0	0
Corporate Governance							
Special Meetings	0	1	0	0	0	0	0
Other	0	1	0	0	0	0	0

1.9 Votes Made in the EU Per Resolution Category

	EU & Global EU						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	1	0	5	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	3	1	1	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	31	2	28	0	0	0	0
Dividend	2	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	2	0	0	0	0	0	0
NED Fees	1	0	1	0	0	0	0
Non-Voting	0	0	0	4	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	1	0	0	0	0	0	0
Share Issue/Re-purchase	4	0	5	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.10 Votes Made in the GL Per Resolution Category

Global

	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	1	0	0	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	0	0	0	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	13	0	7	0	0	0	0
Dividend	1	0	1	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.11 Geographic Breakdown of Meetings All Supported

SZ

Meetings	All For	AGM	EGM
0	0	0	0

AS

Meetings	All For	AGM	EGM
0	0	0	0

UK

Meetings	All For	AGM	EGM
29	2	0	2

EU

Meetings	All For	AGM	EGM
6	0	0	0

SA

Meetings	All For	AGM	EGM
0	0	0	0

GL

Meetings	All For	AGM	EGM
0	0	0	0

JP

Meetings	All For	AGM	EGM
2	0	0	0

US

Meetings	All For	AGM	EGM
14	1	0	1

TOTAL

Meetings	All For	AGM	EGM
51	3	0	3

1.12 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
VOESTALPINE AG	04-07-2018	AGM	5	1	3	0
PENNON GROUP PLC	05-07-2018	AGM	17	12	1	4
MARKS & SPENCER GROUP PLC	10-07-2018	AGM	19	17	1	1
DS SMITH PLC	10-07-2018	EGM	1	1	0	0
THE WALT DISNEY COMPANY	10-07-2018	EGM	3	2	0	1
ASSURA PLC	10-07-2018	AGM	15	11	1	3
BT GROUP PLC	11-07-2018	AGM	19	10	0	9
SAINSBURY (J) PLC	11-07-2018	AGM	21	16	0	5
NEX GROUP PLC	11-07-2018	AGM	18	14	0	4
PETS AT HOME GROUP PLC	12-07-2018	AGM	19	13	1	5
BURBERRY GROUP PLC	12-07-2018	AGM	21	16	0	5
LAND SECURITIES GROUP PLC	12-07-2018	AGM	21	17	0	4
ABN AMRO GROUP NV	12-07-2018	EGM	4	1	0	0
BRITISH LAND COMPANY PLC	17-07-2018	AGM	24	18	2	4
N BROWN GROUP PLC	17-07-2018	AGM	16	14	1	1
FIRSTGROUP PLC	17-07-2018	AGM	21	13	2	6
BTG PLC	18-07-2018	AGM	21	18	0	3
EXPERIAN PLC	18-07-2018	AGM	19	14	0	5
SEVERN TRENT PLC	18-07-2018	AGM	21	16	0	5
BABCOCK INTERNATIONAL GROUP PLC	19-07-2018	AGM	22	17	1	4
SSE PLC	19-07-2018	EGM	2	2	0	0
HARBOURVEST GLOBAL PRIVATE EQUITY LTD	19-07-2018	AGM	14	8	0	6
SSE PLC	19-07-2018	AGM	19	15	1	3
KCOM GROUP PLC	20-07-2018	AGM	15	12	0	3
HALFORDS GROUP PLC	24-07-2018	AGM	16	12	1	3
ABERTIS INFRAESTRUCTURAS SA	25-07-2018	EGM	14	4	0	10

MCKESSON CORPORATION	25-07-2018	AGM	14	11	0	3
QINETIQ GROUP PLC	25-07-2018	AGM	20	16	0	4
TATE & LYLE PLC	26-07-2018	AGM	19	13	1	5
JOHNSON MATTHEY PLC	26-07-2018	AGM	20	17	1	2
DE LA RUE PLC	26-07-2018	AGM	17	12	1	4
VODAFONE GROUP PLC	27-07-2018	AGM	25	18	0	7
UNITED UTILITIES GROUP PLC	27-07-2018	AGM	21	16	1	4
TWENTY-FIRST CENTURY FOX INC	27-07-2018	EGM	2	2	0	0
THE WALT DISNEY COMPANY	27-07-2018	EGM	2	1	0	1
NATIONAL GRID PLC	30-07-2018	AGM	21	17	1	3
XILINX INC.	01-08-2018	AGM	15	12	0	3
ELECTRONIC ARTS INC	02-08-2018	AGM	11	4	0	7
SPRINT CORPORATION	07-08-2018	AGM	12	3	1	8
CA TECHNOLOGIES	08-08-2018	AGM	12	5	1	6
RITE AID CORPORATION	09-08-2018	EGM	3	1	0	2
THE WILLIAMS COMPANIES INC.	09-08-2018	EGM	3	2	0	1
DXC TECHNOLOGY COMPANY	15-08-2018	AGM	12	7	0	5
EXPRESS SCRIPTS HOLDING COMPANY	24-08-2018	EGM	3	1	0	2
COMPAGNIE FINANCIERE RICHEMONT SA	10-09-2018	AGM	32	21	0	11
NETAPP INC	13-09-2018	AGM	13	8	2	3
H & R BLOCK INC.	13-09-2018	AGM	13	11	0	2
RYANAIR HOLDINGS PLC	20-09-2018	AGM	18	4	0	14
DIAGEO PLC	20-09-2018	AGM	19	11	2	6
ULVAC INC	27-09-2018	AGM	14	10	0	4
AI HOLDINGS CORP	27-09-2018	AGM	9	5	0	4

2 Notable Oppose Vote Results With Analysis

Note: Here a notable vote is one where the Oppose result is at least 10%.

BT GROUP PLC AGM - 11-07-2018

2. *Approve the Remuneration Report*
Overall disclosure is adequate. Based on the data presented by the Company in the annual report, the change in the CEO's salary is in line with the rest of the Company, as the CEO's salary rose by 0.4% while average employee pay increased by 1.14%. This figure was calculated in-house, as the employee comparator group used by the Company, consisting of UK management and technical employees, is not considered an appropriate comparator group. A more comprehensive group which takes into account the salary change for a wider group of employees is considered more appropriate. However, given the current financial circumstances of the Company, as well as the cutting of jobs, the increase in the CEO's salary is considered to be inappropriate and unmerited. The changes in the CEO pay over the last five years are considered in line with the changes in Company's TSR performance over the same period. ISP awards granted during the year under review are excessive, amounting to 350% of salary for the CEO. Total variable pay for the year under review is within the accepted limit, amounting to 129.6% of salary for the CEO. Variable pay consisted only of the annual bonus, as the threshold performance target in respect of each measure was not met for 2015 ISP awards. The ratio of CEO pay compared to average employee pay is not acceptable at 59:1. The CEO's salary is in the upper quartile of the Company's comparator group.
There are concerns over the CEO's remuneration in relation to the performance of the Company. The Company's recent poor share performance, the decision to cut 13,000 jobs in order to deal with losses, and the losses brought about by BT Italy's accounting practices are not reflected in the CEO's remuneration. It is considered inappropriate that, in light of the issues that the Company is dealing with, the CEO will receive a salary increase in 2018/19 of 2.5%, bringing his salary to £1,022,000 (the Company states that this increase is over a period of two years). Furthermore, he received an annual bonus of £1,292,000, which amounts to approximately 130% of salary and, although it is below the recommended limit of 200% (for total variable pay), it is nevertheless considered inappropriate given the Company's performance as well as the redundancies of 13,000 employees. Lastly, the ISP award grant, which has a face value of £3,488,884 and amounting to approximately 350% of salary, is also considered gratuitous. However, the Company announced on 8th June 2018 that Gavin Patterson will step down later in the year, and that his 2018 ISP award will lapse.
Rating: AD.

Vote Cast: *Oppose* Results: For: 63.6, Abstain: 3.4, Oppose/Withhold: 33.0,

NEX GROUP PLC AGM - 11-07-2018

13. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed as are future performance conditions and past targets for annual bonus and PSP awards. Furthermore, dividend accrual has been separately categorised which is welcome. However, the employment of the former Chief Financial Officer terminated on 30 May 2018 and the leaving arrangements relating to his departure have not been disclosed. Upon engagement, the Company stated that no terms have been agreed and therefore disclosure is not yet possible.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group.This raises concerns over potential excessivness of variable incentive schemes as the base salary determines the overall quantum on the remuneration structure. The changes in the CEO pay over the last five years are considered in line with the changes in the Company's TSR performance. Over the five year period average annual increase in CEO pay has been approximately 12.66% whereas, on average, TSR has increased by 37.43%. However, the CEO's variable pay for the year under review, comprised wholly of the annual bonus award, amounts to 233% of salary,

which is considered excessive. Also, the ratio of CEO pay compared to average employee pay is not considered appropriate at 26:1.
Rating: BD

Vote Cast: *Oppose* Results: For: 58.6, Abstain: 1.9, Oppose/Withhold: 39.4,

BURBERRY GROUP PLC AGM - 12-07-2018

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is in line with the Company's chosen employee comparator group, as the CEO's salary did not change while the salaries of the comparator group increased by 2%. The comparator group includes all employees based in corporate roles in the UK. A more comprehensive comparator group that takes into account employees across the Company would be preferable. The CEO's salary is in the upper quartile of the Company's comparator group. The CEO's pay over the last five-year period is not considered in line with the Company TSR performance over the same period. ESP awards granted during the year were excessive, amounting to 325% of salary for the CEO. Total variable pay for the year under review is also excessive, amounting to 239.6% of salary for the CEO, exceeding the recommended limit of 200% of salary. The CEO's also received buy-out awards, amounting to 395% of salary (using the figure of £1,100,000 to represent the CEO's salary rather than the salary he actually received of £816, 000, which was pro-rated according to his tenure as CEO). The ratio of CEO pay compared to average employee pay is not acceptable at 41:1.
Christopher Bailey's 2013 exceptional awards will vest in July 2018. These awards are not linked to performance conditions and are therefore inappropriate. Best practice is for awards to be linked to performance metrics. The newly-appointed Chief Executive, Marco Gobbetti received £4,345,000 in buyout awards, representing 395% of salary, which is considered excessive and inappropriate.
Rating: AE.

Vote Cast: *Oppose* Results: For: 89.2, Abstain: 0.0, Oppose/Withhold: 10.8,

LAND SECURITIES GROUP PLC AGM - 12-07-2018

18. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-third of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 88.9, Abstain: 0.1, Oppose/Withhold: 11.0,

BRITISH LAND COMPANY PLC AGM - 17-07-2018

19. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-third of the issued share capital if shares are issued in

connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 89.7, Abstain: 0.1, Oppose/Withhold: 10.3,

23. *Meeting Notification-related Proposal*
Proposal to call general meetings on 14 days notice. All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. However, as the proposed change is permissible by the Companies Act, support is recommended.

Vote Cast: *For* Results: For: 85.6, Abstain: 0.5, Oppose/Withhold: 13.9,

N BROWN GROUP PLC AGM - 17-07-2018

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed as are performance conditions and targets for long term incentives. However, dividend accrual is not separately categorised.
Balance: The CEO's salary is in the upper quartile of a peer comparator group which raises concerns with overall remuneration excessiveness as the maximum quantum available through the variable incentive schemes is determined by the base salary. Also, the ratio between the CEO pay and the average employee pay is considered excessive at 41:1. The changes in CEO pay over the last five years are considered in line with the Company's TSR performance over the same period. Over the five year period the average annual CEO pay has decreased by approximately 2.84% whereas, on average, TSR has decreased by 5.29%. Total realised rewards under all incentive schemes during the year were not excessive amounting to 100.1% of the base salary as due to operational under-performance, the LTIP awards due to vest instead lapsed, meaning that the variable pay figure is comprised wholly of the award made under the annual incentive scheme
Rating: AC

Vote Cast: *Abstain* Results: For: 83.8, Abstain: 0.6, Oppose/Withhold: 15.5,

FIRSTGROUP PLC AGM - 17-07-2018

2. *Approve Remuneration Policy*
Policy changes: These are not comprehensive and include: (i) Threshold vesting under the LTIP will be set at 20% of the maximum for future LTIP awards. It is noted that this was reduced already in respect of the 2017 LTIP following shareholder consultation and this has now been formalised under the policy.
(ii) The ability to award NEDs a fee when undertaking intercontinental travel is being introduced to reflect the significant time required when travelling long distances on Company business. It is unclear why NEDs need to undergo intercontinental travel especially given modern technology.
(iii) The maximum pension opportunity for newly appointed Executive Directors will be set at up to 20% of base salary.
Disclosure: Overall disclosure is acceptable.
Balance: Total potential awards are considered excessive at over 200% of salary, amounting to 350% of salary normally and 450% of salary, in exceptional circumstances.

Contracts: Higher limits have been set for the variable incentive schemes to aid future executive recruitment which is not welcomed. For instance, the LTIP maximum opportunity rises to 300% of salary for recruitment purposes. The committee retains discretion to pay the bonus earlier in appropriate circumstances for a good leaver and there is discretion to award a bonus for an Executive Director who has not been actively working, even if still in employment. The latter is considered inappropriate as bonuses should be limited to those actively working. The Committee states this would only be exercised in exceptional circumstances. The remuneration committee may dis apply time and/or performance pro-rata vesting for good leavers and on a change of control.
Rating: ADD

Vote Cast: *Oppose* Results: For: 84.0, Abstain: 0.6, Oppose/Withhold: 15.4,

9. *Re-elect Wolfhart Hauser*
Executive Chairman upon the resignation of the Chief Executive. It is a generally accepted norm of good practice that the Chairman of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Holding an executive position is incompatible with this and a vote to oppose is recommended.

Vote Cast: *Oppose* Results: For: 84.5, Abstain: 0.5, Oppose/Withhold: 15.0,

19. *Approve Political Donations*
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of £100,000. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. Within recommended limits.

Vote Cast: *For* Results: For: 86.9, Abstain: 0.5, Oppose/Withhold: 12.6,

21. *Amend the Rules of the FirstGroup plc Long Term Incentive Plan*
Shareholder approval is sought to extend the life of the LTIP for a further ten years. it is also proposed that the rules be updated to reflect legislative changes and changes in practice since it was introduced.
LTIP based schemes are inherently flawed. There is a risk that they are rewarding volatility rather than the performance of the company. They can act as a complex and opaque hedge against absolute company under-performance and long term share price falls. They are also a significant factor in reward for failure. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 86.7, Abstain: 0.6, Oppose/Withhold: 12.8,

BTG PLC AGM - 18-07-2018

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed as are the performance conditions and targets for the LTIPs and annual bonus.
Balance: The CEO's salary is considered in the median range of a peer comparator group. The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over the last five years is aligned to the change in TSR over the same period. Total realised rewards under all variable incentive schemes for the year under review amounts to 328.3% of base salary (Annual Bonus: 102.5% of salary- LTIP: 225.8% of salary) which is not considered

acceptable. However, the ratio of CEO to average employee pay has been estimated and is found appropriate at 14:1.
Termination arrangements made for Rolf Soderstrom, former CFO, are not considered appropriate. On 31 March he received payment in lieu of notice of £303,037 which is not subject to mitigation. Also, he remains eligible for a bonus for the 2018/19 financial year which, subject to performance, will be pro-rated until 14 November 2018. Although the Company outline that arrangements of this nature are not in line with best practice, the issue remains that rewarding a director for the performance of the Company after the director has stepped down is not appropriate. Arrangements for the recruitment of Duncan Kennedy, newly-appointed CFO, are considered acceptable.
Rating: AD

Vote Cast: *Oppose* Results: For: 75.4, Abstain: 0.1, Oppose/Withhold: 24.5,

8. *Re-elect Garry Watts*
Chairman. Independent upon appointment. He is also Chairman of Spire Healthcare, a FTSE 350 company. It is considered that a chair cannot effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chairman should focus his attention onto the only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 77.0, Abstain: 0.2, Oppose/Withhold: 22.9,

EXPERIAN PLC AGM - 18-07-2018

2. *Approve the Remuneration Report*
Disclosure: The Committee has disclosed the annual bonus targets. Also, maximum award levels, performance conditions and associated targets, as well as the vesting scale and performance period for the principal long-term incentive arrangements are adequately disclosed. However, awards made under the PSP are subject to an underpin element (ROCE), the operation of which has not been stated. The Company state that year-end ROCE was 15.7% and that the committee was comfortable that the pay-out determined by applying the performance criteria was appropriate in the context of this level of performance. The absence of clear disclosure as to the operation of the underpin that is at what level the underpin is achieved or exceeded undermines the need for a performance underpin and awards an inappropriate level of discretion to the committee when deciding whether or not awards should be allowed to vest.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group. This raises concerns over potential excessiveness of variable incentive schemes as the base salary determines the overall quantum on the remuneration structure. Furthermore, total variable pay for the CEO during the year under review amounts to 491.35% of salary (Annual Bonus: 115% of salary, PSP: 235.35% of salary, CIP: 141% of salary), which is highly excessive. In addition, the ratio between the CEO pay and the average employee pay is not appropriate at 41:1. The changes in CEO pay over the last five years are commensurate with the Company's TSR performance over the same period. Over the five year period average annual increase in CEO pay has been approximately 9.6% whereas, on average, TSR has increased by 9.3%.
Rating: BD

Vote Cast: *Oppose* Results: For: 79.7, Abstain: 2.1, Oppose/Withhold: 18.2,

6. *Re-elect Luiz Fleury*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 89.8, Abstain: 0.0, Oppose/Withhold: 10.1,

7. *Re-elect Deirdre Mahlan*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 89.9, Abstain: 0.0, Oppose/Withhold: 10.0,

10. *Re-elect Mike Rogers*
Independent Non-Executive Director. He is the Chairman designate of the Remuneration Committee. It is noted that the remuneration policy and remuneration report received significant opposition at last year's AGM, 24.44% and 16.06% respectively. Whilst it is clear that steps have been taken to address concerns relating to the remuneration policy there is no disclosure concerning shareholder dissent towards the remuneration report. There are lingering concerns especially given the oppose vote again recommended on the report this year. It is hoped that upon undertaking the chairmanship of the committee at the 2018 AGM these concerns will be adequately addressed.

Vote Cast: *For* Results: For: 89.7, Abstain: 0.0, Oppose/Withhold: 10.3,

11. *Re-elect George Rose*
Deputy Chairman and Senior Independent Director. Considered independent.

Vote Cast: *For* Results: For: 89.0, Abstain: 0.0, Oppose/Withhold: 11.0,

12. *Re-elect Paul Walker*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 89.1, Abstain: 0.7, Oppose/Withhold: 10.2,

HALFORDS GROUP PLC AGM - 24-07-2018

7. *Re-elect David Adams*
Senior Independent Director. Considered independent. He missed 1 out of 8 board meetings, 1 out of 3 audit committee meetings, 1 out of 5 remuneration committee meetings and 1 out of 3 nomination committee meetings that he was eligible to attend. While a justification is provided, there are concerns over his time commitments during the year and track-record given his Chairmanship of Conviviality. It is noted that 12% of shareholders voted against his re-election at the last AGM.

Vote Cast: *Oppose* Results: For: 89.7, Abstain: 0.0, Oppose/Withhold: 10.3,

QINETIQ GROUP PLC AGM - 25-07-2018

2. *Approve the Remuneration Report*
The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary increased by 2.5% and the salaries of the Company's chosen comparator group (employees in the UK principal businesses) rose by 4%. Changes in CEO pay in the last five years are considered to be in line with changes in TSR over the same period. Total variable pay for the year under review is not excessive, amounting to 133.3% of salary for the CEO; variable pay consisted only of Bonus Banking Plan awards, as performance conditions for the PSP were not met and therefore no awards vested. The ratio of CEO pay compared to average employee pay is not acceptable at 29:1.
Disclosure is substandard. There is no indication that the specific concerns raised by shareholders regarding the remuneration policy and the 2017 Qinetiq Group PLC Incentive Plan have been adequately addressed.
Rating: CC.

Vote Cast: *Oppose* Results: For: 88.4, Abstain: 0.9, Oppose/Withhold: 10.6,

10. *Re-elect Susan Searle*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 81.2, Abstain: 0.9, Oppose/Withhold: 17.9,

18. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such a proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 89.1, Abstain: 0.0, Oppose/Withhold: 10.9,

MCKESSON CORPORATION AGM - 25-07-2018

1e. *Re-elect Marie L. Knowles*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. However, there is sufficient independent representation on the Board.

Vote Cast: *For* Results: For: 87.5, Abstain: 0.2, Oppose/Withhold: 12.3,

3. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDC. Based on this rating, it is recommended to oppose. It is noted that the say-on-pay vote received 73% oppose votes at last year's general meeting. It is also worth noting to this effect that the roles of Chairman and CEO are going to be split in the near future.

Vote Cast: *Oppose* Results: For: 86.5, Abstain: 0.3, Oppose/Withhold: 13.2,

6. *Shareholder Resolution: Policy to use GAAP financial metrics for purposes of determining executive compensation*

Proposed by: The AFL-CIO Equity Index Fund

Shareholders of McKesson Corporation urge the Compensation Committee of the Board of Directors to adopt a policy that when using performance metrics to calculate senior executive compensation, the Company shall not adjust performance metrics that are calculated in accordance with generally accepted accounting principles (GAAP). The policy should be implemented in a way that does not violate any existing contractual obligation of the Company or the terms of any compensation or benefit plan.

Proponent's Supporting Argument: The Proponent argues that senior executives should be held accountable for the performance of the Company. The Proponents is concerned that the use of adjusted GAAP financial metrics for senior executive compensation benchmarks can undermine the connection between pay and performance. The use of adjusted GAAP financial metrics for compensation determinations can lead to executive pay inflation. It is the Proponent's belief that the use of adjusted GAAP financial metrics can tilt the scales to unduly help executives achieve their performance benchmarks. For example, approximately two-thirds of S&P 500 companies reported adjusted earnings exceeding their GAAP income in 2015. (Robert Pozen and S.P. Kothari, "Decoding CEO Pay," Harvard Business Review, August 2017, available at https://hbr.org/2017/07/decoding-ceo-pay).

Board's Opposing Argument: The Board is against this proposal as a core objective of the Company's executive compensation programme is to design and implement performance metrics that challenge executive officers to meet and exceed business goals that deliver sustained performance. The Board adds that its incentive programmes utilise adjusted earnings per share ("EPS"), operating cash flow ("OCF") and return on invested capital ("ROIC") to promote effective operational performance. The goal of adjusting metrics from GAAP requirements is to provide a more accurate view of the Company's core operational performance. Adjusted metrics are therefore often the most appropriate metrics to use when incentivizing executives to make decisions that are aligned with the long-term interests of shareholders.

PIRC Analysis: The use of non-GAAP metrics prevents shareholders from being able to fully assess the challenging nature of the performance targets. In addition the use of discretion is considered to be a frustration to shareholder accountability. On these bases, support is recommended.

Vote Cast: *For* Results: For: 6.9, Abstain: 0.4, Oppose/Withhold: 92.7,

7. *Shareholder Resolution: Right to Call Special Meetings*

Proposed by: John Chevedden

Shareowners ask the Board to take the steps necessary (unilaterally if possible) to amend the bylaws and each appropriate governing document to give holders in the aggregate of 10% of outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law).

Proponent's Supporting Argument: The Proponent argues that special shareholder meetings allow shareholders to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. Adoption of this topic is a low hanging fruit item that will cost the USD 30 billion company virtually nothing to adopt-yet can create one incentive for management to improve company performance.

Board's Opposing Argument: The Board is against this proposal as it amended its By-Laws to grant holders of 25% or more of the common stock the right to call a special meeting. The amendment was approved by an affirmative vote of 91% of shareholders. The Board continues to believe that a 25% ownership threshold for the right to call special meetings strikes a reasonable and appropriate balance between enhancing shareholder rights and protecting against the risk that a small group of shareholders, including shareholders with special interests, could call special meetings.

PIRC Analysis: The right to call a special shareholder meeting provides shareholders with a way of communicating with the Board and debating and voting on issues with the rest of shareholders which in itself enhances shareholders' rights. The 10% threshold requested by the Proponent is more in line with best practice than the

25% threshold imposed by the Board. Support is recommended.

Vote Cast: *For* Results: For: 46.5, Abstain: 0.5, Oppose/Withhold: 53.0,

4. *Shareholder Resolution: Political Donations*

Proposed by: The UAW Retiree Medical Benefits Trust, co-sponsored by the Rhode Island Employees' Retirement Systems Pooled Trust

Stockholders of McKesson request the preparation of a report, updated annually, disclosing: (i) Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications; (ii) Payments by McKesson used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient;p (iii) McKesson's membership in and payments to any tax-exempt organization that writes and endorses model legislation; and (iv) Description of the decision making process and oversight by management and the Board for making payments described in section 2 and 3.

Proponent's Supporting Argument: The Proponent argues that McKesson spent over USD 11.8 million on federal lobbying from 2010 - 2016. This figure does not include state lobbying expenditures, where McKesson also lobbies but disclosure requirements are uneven or absent. For example, McKesson spent USD 1,073,837 on lobbying in California from 2010 - 2016. The Proponent is concerned that McKesson's lack of lobbying and trade association disclosure presents significant reputational risk. Furthermore, McKesson is a member of the Business Roundtable and serves on the board of the Healthcare Distribution Alliance (HDA), which together spent over USD 37 million on lobbying in 2015 and 2016.

Board's Opposing Argument: The Board is against this proposal as the Company has significantly expanded its disclosures on its participation in the political process in recent years. The 2017 CPA-Zicklin Index of Corporate Political Disclosure and Accountability lists the Company as a "Trendsetter" and named McKesson a "Most Improved" company for increasing its transparency score from 40 to 94.3 (out of 100). The Board however believes that it is in the best interests of shareholders for McKesson to be an effective participant in the political process. As part of its engagement in the public policy process, McKesson participates in certain industry trade organisations representing the interests of the healthcare and the broader business community with purposes that include, but are not limited to, education about the industry, issues affecting the industry, and industry best practices and standards.

PIRC Analysis: It is considered that the transparency and completeness of the Company's reporting on political donations could be improved. Political donations can arouse controversy and it is important that companies protect their reputation by open reporting. It is to the benefit of the Company and its shareholders to be transparent about political donations and so avoid any potential conflict of interest (and the damage that may cause to the Company's reputation) that the Company may be using shareholders' funds in an inappropriate way to gain undue influence. The request for a report is considered reasonable and support is recommended.

Vote Cast: *For* Results: For: 38.0, Abstain: 2.2, Oppose/Withhold: 59.9,

5. *Shareholder Resolution: Accelerated Vesting Of Equity*

Proposed by: The International Brotherhood of Teamsters General Fun

Shareholders ask the Board of Directors to adopt a policy that in the event of a change in control, there shall be no acceleration of vesting of any equity award granted to any senior executive officer, provided, however, that the Board's Compensation Committee may provide in an applicable grant or purchase agreement that any unvested award will vest on a partial, pro rata basis up to the time of the senior executive officer's termination, with such qualifications for an award as the Committee may determine.

Proponent's Supporting Argument: The Proponent argues that they do not question that some form of severance payments may be appropriate in a change of control situation. However, current practices at the Company may permit windfall awards that have nothing to do with an executive's performance. According to last year's proxy statement, a termination and a change in control could have accelerated the vesting of approximately USD 61 million worth of long-term equity to the Company's five senior executives, with Chairman, President and Chief Executive Officer John H. Hammergren entitled to over USD 29 million. The Proponent is unpersuaded by the argument that executives somehow "deserve" to receive unvested awards. To accelerate the vesting of unearned equity on the theory that an executive was denied the opportunity to earn those shares seems inconsistent with a "pay for performance" philosophy worthy of the name. The Proponent also points

out that last year, McKesson's advisory vote on executive pay was rejected by shareholders for the second time in five years.
Board's Opposing Argument: The Board is against this proposal and states that the current structure of equity awards aligns the interests of executives and shareholders, encourages stability during a time of uncertainty, and rewards executives for their performance. Providing for accelerated vesting ensures that executives are not penalised with a loss of equity compensation awards that could occur from the consummation of a transaction that, while outside of the control of executives, is in the best interests of the Company's shareholders. The Board also adds that implementing the proposal would significantly limit its ability to attract, retain and incentivise talented executives.
PIRC Analysis: The acceleration of unvested stock pursuant to a change in control where there is no reference to performance is not supported. It is considered that a large potential payment automatically triggered by a change in control could compromise an executives judgement on a potential M&A deal; and the value it brings to shareholders. Support is therefore recommended.

Vote Cast: *For* Results: For: 33.8, Abstain: 0.4, Oppose/Withhold: 65.7,

DE LA RUE PLC AGM - 26-07-2018

17. *Meeting Notification-related Proposal*
All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. However, as the proposed change is permissible by the Companies Act, support is recommended.

Vote Cast: *For* Results: For: 86.7, Abstain: 0.0, Oppose/Withhold: 13.3,

JOHNSON MATTHEY PLC AGM - 26-07-2018

16. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-third of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 88.1, Abstain: 0.0, Oppose/Withhold: 11.9,

XILINX INC. AGM - 01-08-2018

4. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDB. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 89.3, Abstain: 0.2, Oppose/Withhold: 10.5,

ELECTRONIC ARTS INC AGM - 02-08-2018

2. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CEC. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 83.8, Abstain: 2.8, Oppose/Withhold: 13.4,

EXPRESS SCRIPTS HOLDING COMPANY EGM - 24-08-2018

3. *Advisory Vote on Executive Compensation in Connection with the Merger*
The Board is seeking shareholders' approval of the compensation payable to the Company's Named Executive Officers (NEOs) in connection with the Merger. PIRC considers that payments relating to merger and acquisition transactions have the potential to interfere with the exercise of objective judgement by the board responsible for making the decision in the best interests of shareholders. This is the particularly the case where board members include NEOs who will receive such payments; but even where this is not the case the quantum of such payments can represent a conflict of interest in board deliberations of the relevant transaction. In considering whether NEO payments related to the Merger are appropriate PIRC seeks to identify whether amounts normally payable to NEOs are enhanced as a result of the change in control and include elements that are not pro-rated against performance or earned by service prior to payment.
Upon completion of the transaction, the CEO would be entitled to a total cash amount of $13.41 million and a total equity amount of $40.29 million, representing shares vested on a single-trigger basis, contrary to best practice. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 42.6, Abstain: 0.5, Oppose/Withhold: 56.9,

H & R BLOCK INC. AGM - 13-09-2018

3. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DCB. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 60.7, Abstain: 0.3, Oppose/Withhold: 38.9,

4. *Shareholder Resolution: Bylaw amendment*
Proposed by: Mr. John Chevedden
Shareholders request that each bylaw amendment that is adopted by the Board of Directors shall not become effective until approved by shareholders.
Proponent's Supporting Argument: The Proponent argues that adoption of this proposal is timely since many companies highlight their shareholder engagement

efforts in their annual meeting proxies. An opportunity to vote is one way to engage with shareholders that can be measured objectively.
Board's Opposing Argument: The Board is against this proposal as its governance framework already provides shareholders a separate right to amend the Bylaws that is in addition to the Board's right to amend the Bylaws on its own. The Board believes this process for approving Bylaw amendments aligns with the best practices followed by over 90% of companies in the S&P 500, and protects shareholder rights to amend the Bylaws without inappropriately restricting the Board's ability to exercise its business judgment as needs require.
PIRC Analysis: It is considered that the proposed changes are in the best interest of shareholders and would serve to further improve directors' accountability to shareholders. Support is recommended.

Vote Cast: *For* Results: For: 2.4, Abstain: 0.6, Oppose/Withhold: 97.0,

NETAPP INC AGM - 13-09-2018

1a. *Elect Director T. Michael Nevens*
Independent Non-Executive Chairman.

Vote Cast: *For* Results: For: 64.0, Abstain: 0.0, Oppose/Withhold: 35.9,

1h. *Elect Director Richard P. Wallace*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 89.6, Abstain: 0.0, Oppose/Withhold: 10.3,

2. *Amend Existing Omnibus Plan*
The Board is seeking approval of an amendment to the Company's Amended and Restated 1999 Stock Option Plan to increase the number of shares that may be issued thereunder by 9,000,000. There are concerns with the Plan as the it has various elements bundled together, and although parts of it can benefit the majority of employees, it can still be used as a vehicle for potentially excessive executive payments. As performance conditions may be attached to awards at the Compensation Committee's discretion, there are concerns that the Committee will have considerable flexibility in the payout of discretionary awards and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. In addition, maximum award limits are excessive. As a result, shareholders are advised to oppose.

Vote Cast: *Oppose* Results: For: 84.8, Abstain: 1.9, Oppose/Withhold: 13.3,

6. *Amend Articles: Ratification of the Shareholder Special Meeting Provisions in the Companys Bylaws*
The Board is seeking shareholders approval to ratify the retention of provisions in the bylaws that give owners of at least 25% of the Company's outstanding common stock the right to request a special shareholders meeting. The 10% limit in the omitted shareholder proposal would have been preferred to the 25% limit in the bylaw adopted by the Board. Nonetheless, the right to call a special shareholder meeting provides shareholders with a way of communicating with the Board and debating and voting on issues with the rest of shareholders, which in itself enhances shareholders' rights. A vote for is recommended.

Vote Cast: *For* Results: For: 58.7, Abstain: 1.9, Oppose/Withhold: 39.4,

3 Oppose/Abstain Votes With Analysis

VOESTALPINE AG AGM - 04-07-2018

3. *Discharge the Management Board*
The Company has not appointed a Data Protection Officer or discussed the General Data Protection Regulation (GDPR). Under the GDPR, it is mandatory for certain controllers and processors to designate a Data Protection Officer (DPO). It is considered that boards should ensure that risk assessment (including data protection and cyber risk) is complete for the entire organisation, and that appropriate security is provided for each type of data under use. Although applicable only from 25 May 2018, it is considered that directors should be considered accountable for this lack of discussion and relevant appointment: abstention to their discharge is recommended.

Vote Cast: *Abstain*

4. *Discharge the Supervisory Board*
The Company has not appointed a Data Protection Officer or discussed the General Data Protection Regulation (GDPR). Under the GDPR, it is mandatory for certain controllers and processors to designate a Data Protection Officer (DPO). It is considered that boards should ensure that risk assessment (including data protection and cyber risk) is complete for the entire organisation, and that appropriate security is provided for each type of data under use. Although applicable only from 25 May 2018, it is considered that directors should be considered accountable for this lack of discussion and relevant appointment: abstention to their discharge is recommended.

Vote Cast: *Abstain*

5. *Appoint the Auditors*
Grant Thornton proposed. Non-audit fees represented 23.08% of audit fees during the year under review and 39.47% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain*

PENNON GROUP PLC AGM - 05-07-2018

3. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is in line with the rest of the Company, as the CEO' salary rose by 1.5% while the salaries of all employees increased by 2.7%. The CEO's salary is in the lower quartile of the Company's comparator group. Total variable pay for the year under review is acceptable at 86.9% of salary. Variable pay consisted only of annual bonus awards, as Performance and Co-investment Plan awards made in 2015 are not expected to vest due to performance conditions not being fulfilled. However, the balance of CEO realised pay over five years is not commensurate with the change in TSR over the same period. The ratio of CEO pay compared to average employee pay is not acceptable at 29:1.
Rating: AC.

Vote Cast: *Abstain* Results: For: 99.1, Abstain: 0.7, Oppose/Withhold: 0.2,

5. *Re-elect Martin Angle*
Non-Executive Director. Not considered independent due to a tenure of over nine years. There is insufficient independent representation on the Board. Furthermore, he missed one out of nine Board meetings with no adequate justification provided.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.0, Oppose/Withhold: 2.0,

6. *Re-elect Neil Cooper*
Independent Non-Executive Director. He missed one out of three Nomination Committee meetings, and one out of four Remuneration Committee meetings with no adequate justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.5, Abstain: 0.0, Oppose/Withhold: 1.5,

15. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such a proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 95.8, Abstain: 0.0, Oppose/Withhold: 4.2,

16. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.2, Abstain: 0.0, Oppose/Withhold: 0.8,

MARKS & SPENCER GROUP PLC AGM - 10-07-2018

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. Next year's fees and salaries for all directors are clearly stated. Annual bonus performance targets are not disclosed as they are considered commercially sensitive. All share incentive awards are fully disclosed with award dates and prices.
Balance: The change in CEO total pay over the last five years is commensurate with the change in TSR over the same period. The CEO salary is in the upper quartile of PIRC's comparator group. However it is noted that his salary has been frozen for the year and no increase is planned for next year. The total CEO realised variable pay for the year under review is 9% of salary, which is not considered excessive. His sole reward was came under the LTIP as the Committee exercised discretion downwards, so that no bonus was paid to any directors irrespective of performance against individual objectives. This exercise of discretion is considered appropriate. The ratio of CEO pay compared to average employee pay is 52:1, which is unacceptable. his year's LTIP award is 250% of salary, which is excessive. Termination and recruitment arrangements for the year are considered appropriate.
Rating: BC

Vote Cast: *Abstain* Results: For: 96.9, Abstain: 1.8, Oppose/Withhold: 1.3,

17. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.1, Oppose/Withhold: 1.8,

THE WALT DISNEY COMPANY EGM - 10-07-2018

3. *Allow Proxy Solicitation*
The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger. An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose*

ASSURA PLC AGM - 10-07-2018

2. *Approve the Remuneration Report*
Overall disclosure is satisfactory. However, there is a lack of disclosure of the value of VCP awards received by Executives. There should be further disclosure and more transparency for such awards. Furthermore, the Company combined VCP and PSP awards vesting during the year under one figure in the single figure table; these figures should be disclosed separately.
There was no change in the CEO's salary during the year under review from his date of appointment while average employee pay increased by 6.1%. The CEO's salary is in the lower quartile of the Company's comparator group. The CEO's pay over the last five-year period is not considered in line with the Company TSR performance over the same period. The CEO's variable pay for the year under review is considered excessive at 334% of salary; it is recommended that total variable pay does not exceed 200% of salary. The ratio of CEO pay compared to average employee pay is acceptable at 11:1. The Company's Value Creation Plan (VCP) is not considered to be an appropriate plan, as there is no set maximum opportunity for individual directors, which could lead to excessive payouts. Furthermore, the potential variable pay under the annual bonus and PSP is already excessive at 250% of salary.
Rating: BD.

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.0, Oppose/Withhold: 1.7,

3. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 50.00% of audit fees during the year under review and 19.17% on a three-year aggregate basis. This level of non-audit

fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain* Results: For: 98.3, Abstain: 1.4, Oppose/Withhold: 0.2,

13. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such a proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.0, Oppose/Withhold: 2.2,

14. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.3, Oppose/Withhold: 1.4,

BT GROUP PLC AGM - 11-07-2018

2. *Approve the Remuneration Report*
Overall disclosure is adequate. Based on the data presented by the Company in the annual report, the change in the CEO's salary is in line with the rest of the Company, as the CEO's salary rose by 0.4% while average employee pay increased by 1.14%. This figure was calculated in-house, as the employee comparator group used by the Company, consisting of UK management and technical employees, is not considered an appropriate comparator group. A more comprehensive group which takes into account the salary change for a wider group of employees is considered more appropriate. However, given the current financial circumstances of the Company, as well as the cutting of jobs, the increase in the CEO's salary is considered to be inappropriate and unmerited. The changes in the CEO pay over the last five years are considered in line with the changes in Company's TSR performance over the same period. ISP awards granted during the year under review are excessive, amounting to 350% of salary for the CEO. Total variable pay for the year under review is within the accepted limit, amounting to 129.6% of salary for the CEO. Variable pay consisted only of the annual bonus, as the threshold performance target in respect of each measure was not met for 2015 ISP awards. The ratio of CEO pay compared to average employee pay is not acceptable at 59:1. The CEO's salary is in the upper quartile of the Company's comparator group.
There are concerns over the CEO's remuneration in relation to the performance of the Company. The Company's recent poor share performance, the decision to cut 13,000 jobs in order to deal with losses, and the losses brought about by BT Italy's accounting practices are not reflected in the CEO's remuneration. It is considered inappropriate that, in light of the issues that the Company is dealing with, the CEO will receive a salary increase in 2018/19 of 2.5%, bringing his salary to £1,022,000 (the Company states that this increase is over a period of two years). Furthermore, he received an annual bonus of £1,292,000, which amounts to approximately 130% of salary and, although it is below the recommended limit of 200% (for total variable pay), it is nevertheless considered inappropriate given the Company's performance as well as the redundancies of 13,000 employees. Lastly, the ISP award grant, which has a face value of £3,488,884 and amounting to approximately 350% of salary, is also considered gratuitous. However, the Company announced on 8th June 2018 that Gavin Patterson will step down later in the year, and that his 2018 ISP award

will lapse.
Rating: AD.

Vote Cast: *Oppose* Results: For: 63.6, Abstain: 3.4, Oppose/Withhold: 33.0,

5. *Re-elect Gavin Patterson*
Chief Executive Officer. 12 months rolling contract. There are concerns over his leadership of the Company, as he has presided over significant losses during his tenure, particularly during the year under review. Despite the Company's losses and the cutting of 13,000 jobs, he will receive a salary increase in 2018/19 of 2.5%, as well as an annual bonus of £1,292,000, and was granted an Incentive Share Plan award with a face value of £3,488,884, amounting to approximately 350% of salary. It is considered inappropriate that he benefits while the rest of the Company is hindered by the losses incurred during the year under review. His willingness to accept such unmerited remuneration arrangements does not reflect good leadership. An oppose vote is therefore recommended.
Upon engagement the Company stated that 6,000 new jobs will be created. Regarding his remuneration the salary increase of 2.5% is over a period of two years, and he agreed to his bonus for the financial and customer experience components being capped at target. However, despite these measures his remuneration is still considered excessive in light of the Company's circumstances.
On 8th June 2018 the Company announced that Gavin Patterson will step down from the Board later in the year, although no specific date has been provided. His 2018 ISP award will lapse.

Vote Cast: *Oppose* Results: For: 96.3, Abstain: 0.2, Oppose/Withhold: 3.5,

7. *Re-elect Iain Conn*
Independent Non-Executive Director. He missed one out of nine Board meetings and two out of nine Audit Committee Meetings, with no adequate justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.2, Oppose/Withhold: 2.0,

8. *Re-elect Tim Höttges*
Non-Executive Director. Not considered independent as he was appointed to the Board pursuant to an agreement with Deutsche Telekom. There is sufficient independent representation on the Board. However, he missed one out of nine Board meetings with no adequate justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 0.2, Oppose/Withhold: 3.4,

9. *Re-elect Isabel Hudson*
Independent Non-Executive Director. She missed two out of eight Remuneration Committee meetings with no adequate justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.7, Abstain: 0.2, Oppose/Withhold: 2.1,

10. *Re-elect Mike Inglis*
Independent Non-Executive Director. He missed two out of nine Remuneration Committee meetings with no adequate justification provided. An oppose vote is

recommended.

Vote Cast: *Oppose* Results: For: 97.6, Abstain: 0.2, Oppose/Withhold: 2.2,

11. *Re-elect Nick Rose*
Senior Independent Director. Considered independent. He missed one out of nine Board meetings with no adequate justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 93.2, Abstain: 3.4, Oppose/Withhold: 3.4,

12. *Re-elect Jasmine Whitbread*
Independent Non-Executive Director. She missed one out of nine Board meetings with no adequate justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.2, Oppose/Withhold: 1.7,

17. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.2, Oppose/Withhold: 1.2,

SAINSBURY (J) PLC AGM - 11-07-2018

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed as are future performance conditions and past targets for the variable incentive awards.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group.This raises concerns over potential excessivness of variable incentive schemes as the base salary determines the overall quantum on the remuneration structure. Concerns relating to excessiveness are further compounded when considering the CEO's total variable for the year under review which is also considered excessive at 231.85% of salary (Annual Bonus: 45.3% of salary - Deferred Share award: 80.4%: - LTIP: 106.15). Furthermore, the ratio of CEO pay compared to average employee pay is considered excessive at 92:1. The balance of CEO realised pay with financial performance is not considered acceptable as the change in CEO total pay over the last five years is not aligned to the change in TSR over the same period. Over the five year period average annual increase in CEO pay has been approximately 13.5% whereas, on average, TSR has decreased by 4.08%.
Rating: AE

Vote Cast: *Oppose* Results: For: 92.2, Abstain: 3.3, Oppose/Withhold: 4.5,

5. *Re-elect Matt Brittin*
Independent Non-Executive Director. This Director has missed one of eight Board meetings that he was eligible to attend. Sufficient explanation has not been provided by the Company.

Vote Cast: *Oppose* Results: For: 99.2, Abstain: 0.0, Oppose/Withhold: 0.8,

13. *Re-elect David Tyler*
Chairman. Independent upon appointment. He is also Chairman of Hammerson, a FTSE 250 company. It is considered that a chair cannot effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chairman should focus his attention onto the only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 97.6, Abstain: 0.1, Oppose/Withhold: 2.3,

18. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 93.3, Abstain: 0.0, Oppose/Withhold: 6.7,

20. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.3,

NEX GROUP PLC AGM - 11-07-2018

13. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed as are future performance conditions and past targets for annual bonus and PSP awards. Furthermore, dividend accrual has been separately categorised which is welcome. However, the employment of the former Chief Financial Officer terminated on 30 May 2018 and the leaving arrangements relating to his departure have not been disclosed. Upon engagement, the Company stated that no terms have been agreed and therefore disclosure is not yet possible.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group.This raises concerns over potential excessivness of variable incentive schemes as the base salary determines the overall quantum on the remuneration structure. The changes in the CEO pay over the last five years are considered in line with the changes in the Company's TSR performance. Over the five year period average annual increase in CEO pay has been approximately 12.66% whereas, on average, TSR has increased by 37.43%. However, the CEO's variable pay for the year under review, comprised wholly of the annual bonus award, amounts to 233% of salary,

which is considered excessive. Also, the ratio of CEO pay compared to average employee pay is not considered appropriate at 26:1.
Rating: BD

Vote Cast: *Oppose* Results: For: 58.6, Abstain: 1.9, Oppose/Withhold: 39.4,

14. *Approve Remuneration Policy*
At the 2017 AGM, the remuneration policy was approved for one year by shareholders in order to allow the remuneration committee the opportunity to carry out a review of the policy to ensure it aligned with the Company's long-term needs. The committee has decided that, in its current form, the policy remains fit for purpose and has therefore made no changes to the policy. The decision to make no changes to the policy is disappointing considering that important concerns remain.
The maximum potential awards under all the incentive schemes is equivalent to 600% of salary, which is highly excessive. Concerns remain about features of the LTIP which does not include any non-financial metrics and its performance conditions are not operating interdependently. Also, the three year performance period is not considered sufficiently long-term. The inclusion of a two-year holding period is however welcomed. Dividend equivalents are paid on vested share incentives, which is not appropriate. In the event of a change of control, the Remuneration Committee retains discretion to waive performance conditions and time pro-rata on vested share incentives, contrary to best practice.
Rating: ADC

Vote Cast: *Oppose* Results: For: 86.6, Abstain: 7.2, Oppose/Withhold: 6.2,

17. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 92.4, Abstain: 0.0, Oppose/Withhold: 7.6,

18. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.0, Oppose/Withhold: 1.3,

PETS AT HOME GROUP PLC AGM - 12-07-2018

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed as are the future performance conditions and past targets for annual bonus. However, targets for the annual bonus relating to the upcoming financial year have not been disclosed as the Company deems them to be commercially sensitive.
Balance: Total variable pay for the highest paid director, Mike Iddon, during the year under review amounts to 74% of salary which is less than the threshold limit of

200%. However, the ratio of his pay compared to average employee pay is not considered appropriate at 23:1. Also, changes in the CEO pay over the last four years are considered not in line with the changes in the Company's TSR performance.
The leaving arrangements for Ian Kellett, former CEO, are considered acceptable. He will not receive a termination payment. All of the shares that are held as part of variable incentive arrangements will lapse. Peter Pritchard took over as CEO from Ian Kellett on 27 April 2018. His base salary on appointment is £494,200. As his is an internal appointment, no buy-out awards were made in respect of his appointment.
Rating: AC

Vote Cast: *Abstain* Results: For: 96.4, Abstain: 2.2, Oppose/Withhold: 1.5,

4A. *Re-elect Tony DeNunzio as a Director of the Company.*
Incumbent Chairman. Not independent upon appointment as was a senior adviser to affiliates of the former Principal Shareholder. It is considered that a Chair should be independent on appointment to best serve the interests of all shareholders and in particular, minority shareholders.

Vote Cast: *Oppose* Results: For: 96.5, Abstain: 0.6, Oppose/Withhold: 2.8,

4B. *Re-elect Paul Moody as a Director of the Company.*
Independent Non-Executive Director. It is noted that the vote on the rumuneration policy at last years AGM received significant opposition (14.61%) and this director, despite being Chair of the remuneration committee, has not disclosed any steps taken to address shareholder concern.

Vote Cast: *Oppose* Results: For: 97.7, Abstain: 0.1, Oppose/Withhold: 2.2,

6. *To re-appoint KPMG LLP as auditor of the Company.*
KPMG LLP proposed. Non-audit fees represented 4.37% of audit fees during the year under review and 2.94% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.0, Oppose/Withhold: 2.8,

11. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 91.7, Abstain: 0.0, Oppose/Withhold: 8.3,

12. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.0, Oppose/Withhold: 2.6,

BURBERRY GROUP PLC AGM - 12-07-2018

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is in line with the Company's chosen employee comparator group, as the CEO's salary did not change while the salaries of the comparator group increased by 2%. The comparator group includes all employees based in corporate roles in the UK. A more comprehensive comparator group that takes into account employees across the Company would be preferable. The CEO's salary is in the upper quartile of the Company's comparator group. The CEO's pay over the last five-year period is not considered in line with the Company TSR performance over the same period. ESP awards granted during the year were excessive, amounting to 325% of salary for the CEO. Total variable pay for the year under review is also excessive, amounting to 239.6% of salary for the CEO, exceeding the recommended limit of 200% of salary. The CEO's also received buy-out awards, amounting to 395% of salary (using the figure of £1,100,000 to represent the CEO's salary rather than the salary he actually received of £816, 000, which was pro-rated according to his tenure as CEO). The ratio of CEO pay compared to average employee pay is not acceptable at 41:1.
Christopher Bailey's 2013 exceptional awards will vest in July 2018. These awards are not linked to performance conditions and are therefore inappropriate. Best practice is for awards to be linked to performance metrics. The newly-appointed Chief Executive, Marco Gobbetti received £4,345,000 in buyout awards, representing 395% of salary, which is considered excessive and inappropriate.
Rating: AE.

Vote Cast: *Oppose* Results: For: 89.2, Abstain: 0.0, Oppose/Withhold: 10.8,

4. *Elect Dr Gerry Murphy*
Newly appointed Chairman. Independent upon appointment. However, he is also Chairman of Tate & Lyle plc, a FTSE 250 company. It is considered that a chair cannot effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chairman should focus his attention onto the only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.0, Oppose/Withhold: 1.8,

5. *Re-elect Fabiola Arredondo*
Independent Non-Executive Director. However, the Company's remuneration for the year under review is considered excessive and unacceptable. As she was the Chair of the Remuneration Committee throughout the year, she harbours the responsibility to address such issues. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.0, Oppose/Withhold: 2.0,

15. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 21.74% of audit fees during the year under review and 17.91% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.0, Oppose/Withhold: 2.2,

20. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.0, Oppose/Withhold: 1.3,

LAND SECURITIES GROUP PLC AGM - 12-07-2018

2. *Approve Remuneration Policy*
The Company states that the only policy change is the equalisation of pension provision for the Executive Directors with the normal arrangements for the wider workforce, which will apply to all new Executive Directors.
Overall disclosure is satisfactory. There is no maximum set for benefits. Pension contributions and entitlements are adequately disclosed. The pension entitlements for Executives under the new policy has been decreased, save for the CEO and CFO, which remains excessive at 25% of salary. The exemption of the CEO and CFO from the policy change for pension entitlements is considered inappropriate. Adequate shareholding guidelines are in place. The overall limit for variable pay is considered excessive at 450% of salary; it is recommended that total variable pay is limited to 200% of salary.
Bonuses up to 50% of salary are paid in cash, and any amounts in excess of 50% of salary are deferred into shares for one year. Any amounts in excess of 50% of salary are deferred into shares for one year. This is not considered adequate, as it is recommended that up to 50% of any bonus award, regardless of relative amount to salary, should be deferred into shares for at least two years. The company uses more than one performance condition, although the conditions do not operate interdependently. Malus and clawback provisions apply.
At three years the performance period for the LTIP is not considered to be sufficiently long-term, however a two year holding period applies which is welcomed. The Company uses more than one performance condition, although both are financial based and payout does not depend on both conditions being fulfilled. It is recommended that one of the performance conditions is a non-financial KPI, and for conditions to operate interdependently. Malus and clawback provisions apply.
The Company has not disclosed severance provisions in the event of a change of control, and only made a statement that the Committee can exercise discretion when the situation arises. With regard to termination payments, the Committee can exercise upside discretion and dis-apply time pro-rating on LTIP awards for good leavers, which is contrary to best practice.
Rating: BDC.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.1, Oppose/Withhold: 0.6,

3. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary increase by 2% while the average employee salary rose by 2.5%. However, the CEO's salary is in the upper quartile of the Company's comparator group. Total realised variable pay for the year under review is acceptable at 88.3% of salary, consisting of the annual bonus only as long term incentives due to vest did not meet the performance criteria for vesting. The ratio of CEO pay compared to average employee pay is acceptable at 19:1. The balance of CEO realised pay over five years is not commensurate with the change in TSR over the same period. The CEO was granted an an LTIP award to the equivalent of 300% of salary, which is considered excessive. The use of Total Property Return (TPR) as a performance measure for both the bonus and LTIP is contrary to best practice as it gives rise to concerns that executives are being rewarded twice for the

same performance.
Rating: AD.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.1, Oppose/Withhold: 1.9,

20. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such a proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 93.1, Abstain: 0.7, Oppose/Withhold: 6.2,

21. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.2, Oppose/Withhold: 0.4,

BRITISH LAND COMPANY PLC AGM - 17-07-2018

1. *Receive the Annual Report*
Strategic Report meets guidelines. Adequate environmental and employment policies are in place and relevant, up-to-date, quantified environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. However, it is noted that no dividend has been put to the vote for shareholder approval although a fourth quarter dividend of 7.52 pence per share making a total of 30.08 pence was declared during the year under review. The lack of a vote on the dividend is seen as a derogation of shareholder rights. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.5, Abstain: 0.1, Oppose/Withhold: 0.4,

2. *Approve the Remuneration Report*
There is inadequate disclosure regarding Simon Carter's award, which is a deferred payment forfeited on joining British Land, and is worth €675,000, which has to be held for at least one year. This is considered inappropriate. The CEO's salary is in line with the rest of the Company, as the CEO's salary did not change while the average change in the remuneration of company employees was a 6.18% increase. The changes in the CEO pay over the last five years are considered in line with the changes in Company's TSR performance over the same period. The ratio of CEO pay compared to average employee pay is acceptable at 20:1; any higher and the ratio would be considered unacceptable. LTIP awards granted were excessive, amounting to 250% of salary for the CEO; it is recommended that the aggregate value of awards under all incentive schemes do not exceed 200% of salary. However, total realised pay under both variable pay schemes amounted to 127.75% of salary for the CEO, which is acceptable. The CEO's salary is in the upper quartile of the Company's comparator group. Termination payments are considered appropriate, the

details of which are outlined in the section ‘supporting information’ below.
Rating: BD.

Vote Cast: *Oppose* Results: For: 95.3, Abstain: 0.2, Oppose/Withhold: 4.5,

5. *Elect Preben Prebensen*
Newly appointed independent Non-Executive Director. There are concerns over a potential conflict of interest between his role as an Executive in a listed company (CEO of Close Brothers Group plc) and membership of the Remuneration Committee.

Vote Cast: *Abstain* Results: For: 99.2, Abstain: 0.5, Oppose/Withhold: 0.4,

16. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 28.57% of audit fees during the year under review and 21.05% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor.

Vote Cast: *Abstain* Results: For: 99.2, Abstain: 0.4, Oppose/Withhold: 0.4,

21. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company’s issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such a proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.5, Abstain: 0.6, Oppose/Withhold: 1.9,

22. *Authorise Share Repurchase*
The authority is limited to 10% of the Company’s issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.1, Oppose/Withhold: 0.9,

N BROWN GROUP PLC AGM - 17-07-2018

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed as are performance conditions and targets for long term incentives. However, dividend accrual is not separately categorised.
Balance: The CEO’s salary is in the upper quartile of a peer comparator group which raises concerns with overall remuneration excessiveness as the maximum quantum available through the variable incentive schemes is determined by the base salary. Also, the ratio between the CEO pay and the average employee pay is

considered excessive at 41:1. The changes in CEO pay over the last five years are considered in line with the Company's TSR performance over the same period. Over the five year period the average annual CEO pay has decreased by approximately 2.84% whereas, on average, TSR has decreased by 5.29%. Total realised rewards under all incentive schemes during the year were not excessive amounting to 100.1% of the base salary as due to operational under-performance, the LTIP awards due to vest instead lapsed, meaning that the variable pay figure is comprised wholly of the award made under the annual incentive scheme
Rating: AC

Vote Cast: *Abstain* Results: For: 83.8, Abstain: 0.6, Oppose/Withhold: 15.5,

13. *To re-appoint KPMG LLP as the company's auditors and to authorise the directors to fix their remuneration*
KPMG proposed. Non-audit fees represented 25.00% of audit fees during the year under review and 70.00% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor.

Vote Cast: *Oppose* Results: For: 94.0, Abstain: 0.1, Oppose/Withhold: 5.9,

FIRSTGROUP PLC AGM - 17-07-2018

1. *Receive the Annual Report*
Strategic report meets guidelines. Adequate employment and environmental policies are in place and relevant, up-to-date, quantified, environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. However there are concerns over the level of fatalities at the Company. There were two employee fatalities and seven passenger fatalities. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 96.9, Abstain: 3.0, Oppose/Withhold: 0.0,

2. *Approve Remuneration Policy*
Policy changes: These are not comprehensive and include: (i) Threshold vesting under the LTIP will be set at 20% of the maximum for future LTIP awards. It is noted that this was reduced already in respect of the 2017 LTIP following shareholder consultation and this has now been formalised under the policy.
(ii) The ability to award NEDs a fee when undertaking intercontinental travel is being introduced to reflect the significant time required when travelling long distances on Company business. It is unclear why NEDs need to undergo intercontinental travel especially given modern technology.
(iii) The maximum pension opportunity for newly appointed Executive Directors will be set at up to 20% of base salary.
Disclosure: Overall disclosure is acceptable.
Balance: Total potential awards are considered excessive at over 200% of salary, amounting to 350% of salary normally and 450% of salary, in exceptional circumstances.
Contracts: Higher limits have been set for the variable incentive schemes to aid future executive recruitment which is not welcomed. For instance, the LTIP maximum opportunity rises to 300% of salary for recruitment purposes. The committee retains discretion to pay the bonus earlier in appropriate circumstances for a good leaver and there is discretion to award a bonus for an Executive Director who has not been actively working, even if still in employment. The latter is considered inappropriate as bonuses should be limited to those actively working. The Committee states this would only be exercised in exceptional circumstances. The remuneration committee may dis apply time and/or performance pro-rata vesting for good leavers and on a change of control.
Rating: ADD

Vote Cast: *Oppose* Results: For: 84.0, Abstain: 0.6, Oppose/Withhold: 15.4,

3. *Approve the Remuneration Report*

Disclosure: Overall disclosure is acceptable. Terminaton arrangements for Tim O'Toole, who stepped down as CEO on 31 May 2018, have not been disclosed. It is stated that full details of his termination arrangements will be included in next year's report and disclosed normally, when confirmed.
Balance: There were no realised rewards for the highest paid director, Tim O'Toole in the year under review. The CEO's salary is considered as being in the upper quartile of a peer comparator group. The ratio of CEO to average employee pay has been estimated and is found unacceptable at 32:1.
Rating: BC

Vote Cast: *Abstain* Results: For: 92.9, Abstain: 3.6, Oppose/Withhold: 3.5,

9. *Re-elect Wolfhart Hauser*

Executive Chairman upon the resignation of the Chief Executive. It is a generally accepted norm of good practice that the Chairman of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Holding an executive position is incompatible with this and a vote to oppose is recommended.

Vote Cast: *Oppose* Results: For: 84.5, Abstain: 0.5, Oppose/Withhold: 15.0,

13. *Appoint the Auditors*

Deloitte proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. However, the current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 94.0, Abstain: 0.5, Oppose/Withhold: 5.5,

17. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*

The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 93.9, Abstain: 0.5, Oppose/Withhold: 5.6,

18. *Authorise Share Repurchase*

The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.8, Abstain: 0.7, Oppose/Withhold: 2.6,

21. *Amend the Rules of the FirstGroup plc Long Term Incentive Plan*
Shareholder approval is sought to extend the life of the LTIP for a further ten years. it is also proposed that the rules be updated to reflect legislative changes and changes in practice since it was introduced.
LTIP based schemes are inherently flawed. There is a risk that they are rewarding volatility rather than the performance of the company. They can act as a complex and opaque hedge against absolute company under-performance and long term share price falls. They are also a significant factor in reward for failure. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 86.7, Abstain: 0.6, Oppose/Withhold: 12.8,

BTG PLC AGM - 18-07-2018

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed as are the performance conditions and targets for the LTIPs and annual bonus.
Balance: The CEO's salary is considered in the median range of a peer comparator group. The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over the last five years is aligned to the change in TSR over the same period. Total realised rewards under all variable incentive schemes for the year under review amounts to 328.3% of base salary (Annual Bonus: 102.5% of salary- LTIP: 225.8% of salary) which is not considered acceptable. However, the ratio of CEO to average employee pay has been estimated and is found appropriate at 14:1.
Termination arrangements made for Rolf Soderstrom, former CFO, are not considered appropriate. On 31 March he received payment in lieu of notice of £303,037 which is not subject to mitigation. Also, he remains eligible for a bonus for the 2018/19 financial year which, subject to performance, will be pro-rated until 14 November 2018. Although the Company outline that arrangements of this nature are not in line with best practice, the issue remains that rewarding a director for the performance of the Company after the director has stepped down is not appropriate. Arrangements for the recruitment of Duncan Kennedy, newly-appointed CFO, are considered acceptable.
Rating: AD

Vote Cast: *Oppose* Results: For: 75.4, Abstain: 0.1, Oppose/Withhold: 24.5,

8. *Re-elect Garry Watts*
Chairman. Independent upon appointment. He is also Chairman of Spire Healthcare, a FTSE 350 company. It is considered that a chair cannot effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chairman should focus his attention onto the only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 77.0, Abstain: 0.2, Oppose/Withhold: 22.9,

20. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 91.2, Abstain: 0.0, Oppose/Withhold: 8.8,

EXPERIAN PLC AGM - 18-07-2018

1. *Receive the Annual Report*

The Strategic Review is considered adequate. There are adequate environmental and employment policies in place. Quantified environmental data has been published. It is noted that the Company has not provided shareholders with an opportunity to approve dividends paid during the year. Given the lack of opportunity to approve the dividend, shareholders are recommended to oppose.

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.6, Oppose/Withhold: 0.8,

2. *Approve the Remuneration Report*

Disclosure: The Committee has disclosed the annual bonus targets. Also, maximum award levels, performance conditions and associated targets, as well as the vesting scale and performance period for the principal long-term incentive arrangements are adequately disclosed. However, awards made under the PSP are subject to an underpin element (ROCE), the operation of which has not been stated. The Company state that year-end ROCE was 15.7% and that the committee was comfortable that the pay-out determined by applying the performance criteria was appropriate in the context of this level of performance. The absence of clear disclosure as to the operation of the underpin that is at what level the underpin is achieved or exceeded undermines the need for a performance underpin and awards an inappropriate level of discretion to the committee when deciding whether or not awards should be allowed to vest.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group. This raises concerns over potential excessiveness of variable incentive schemes as the base salary determines the overall quantum on the remuneration structure. Furthermore, total variable pay for the CEO during the year under review amounts to 491.35% of salary (Annual Bonus: 115% of salary, PSP: 235.35% of salary, CIP: 141% of salary), which is highly excessive. In addition, the ratio between the CEO pay and the average employee pay is not appropriate at 41:1. The changes in CEO pay over the last five years are commensurate with the Company's TSR performance over the same period. Over the five year period average annual increase in CEO pay has been approximately 9.6% whereas, on average, TSR has increased by 9.3%.
Rating: BD

Vote Cast: *Oppose* Results: For: 79.7, Abstain: 2.1, Oppose/Withhold: 18.2,

9. *Re-elect Don Robert*

Incumbent Chairman. Not independent upon appointment as Mr Robert was appointed as a director at GUS plc (from which the Company demerged in 2006) in 2005. He is also a former CEO of the Company. It is considered that a former executive may not have sufficient detachment to objectively assess executive management and strategy.

Vote Cast: *Oppose* Results: For: 96.0, Abstain: 0.1, Oppose/Withhold: 3.9,

18. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*

The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 94.0, Abstain: 0.0, Oppose/Withhold: 6.0,

19. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.1, Oppose/Withhold: 0.6,

SEVERN TRENT PLC AGM - 18-07-2018

3. *Approve Remuneration Policy*
A number of the proposed changes to the remuneration policy are welcome, for example, the introduction of a two year post-vesting holding period for new awards under the LTIP. Also, increasing the minimum shareholding requirement from 200% to 300% for the CEO as well as reducing the maximum pension contribution from 20% to 15% of salary for new executives further align remuneration practices with best practice. However, the annual bonus opportunity has increased from 120% to 150% of salary for both the CEO and CFO as has the LTIP opportunity from 150% to 200% of salary for the CEO and 100% to 150% of salary for the CFO. These changes increase the overall potential quantum of Company compensation and are not welcome. Other important concerns remain.
Disclosure: Overall disclosure is considered adequate although it is noted that the Company has not compared the level of its CEO remuneration against a disclosed group of peers.
Balance: Potential awards under all incentive schemes may reach 350% of salary which is considered excessive. The deferral period for the annual bonus is adequate. However, the performance metrics are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. The LTIP utilises RoRE as the sole metric. According to best practice, the scheme should operate at least two quantifiable performance metrics in an interdependent fashion. Upon engagement the Company stated that RoRE is a holistic performance measure that requires management to focus on a range of areas such as Totex, Customer Outcome Delivery Incentives (ODIs) and financing which help measure long-term success within the business and represents several aspects of the Company's business and as such the Company do not not regard RoRE as a sole metric. However, as previously stated, best practice is to have at least two metrics as with just one it remains impossible for performance conditions to act interdependently. The three-year performance period is not considered sufficiently long term however, from 2018 onwards, a two year post-vesting holding period applies which is welcome.
Contracts: In the event of termination of employment a pro rata bonus may become payable for the period of active service. LTIP awards may vest at original dates, subject to applicable performance conditions. Upon a change of control the Committee has discretion to disapply pro rata for actual time in service. This is against guidelines as Directors may be rewarded for performance not obtained.
Rating: BDC

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.2, Oppose/Withhold: 0.8,

4. *Amend the rules of the Severn Trent Plc Long Term Incentive Plan 2014*
The Company is seeking authority to amend the rules of the Severn Trent Plc Long Term Incentive Plan 2014. The amendments to the plan relate to the introduction

of the two year post-vesting holding period. Whilst this amendment is considered a positive change, major concerns over certain aspects of the plan remain. The LTIP only utilises RoRE as the sole metric. According to best practice, the scheme should operate at least two quantifiable performance metrics in an interdependent fashion. The plan also affords an inappropriate level of discretion to the Remuneration Committee when determining whether LTIP awards should be allowed to vest. If cessation of employment occurs for any reason other than dishonesty, fraud, misconduct or other circumstances which would justify the Award Holder's summary dismissal, the committee is able to terminate the application of the newly-introduced holding period. Moreover, it is not considered that LTIPs are an effective means of incentivising performance. These schemes are not considered to be properly long term and are subject to manipulation due to their discretionary nature. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.2, Oppose/Withhold: 1.4,

14. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 5.50% of audit fees during the year under review and 59.63% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 96.7, Abstain: 0.0, Oppose/Withhold: 3.2,

19. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.1, Oppose/Withhold: 1.3,

20. *Authorise Share Repurchase*
The authority is limited to 20% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.0, Oppose/Withhold: 0.5,

BABCOCK INTERNATIONAL GROUP PLC AGM - 19-07-2018

2. *Approve the Remuneration Report*
Disclosure: All elements of each directors cash remuneration are disclosed as are performance conditions and targets for the LTIPs and annual bonus. Also, accrued dividends on share incentive awards are separately categorised, which is welcomed.
Balance: The CEO's total remuneration over the last five-year period is in line with the Company TSR performance over the same period. Also, total realised rewards under all incentive schemes during the year amounts to 112.13% of salary (Annual Bonus: 92% - PSP: 20.13%) and is not considered excessive. However, the ratio of

CEO to average employee pay has been estimated and is not appropriate at 46:1. Furthermore, during the year under review dividends were paid on unvested shares under the PSP scheme. Such payments misalign shareholder and executive interests as shareholders must subscribe for shares in order to receive dividends whereas participants in the scheme do not. It is also noted that the CEO's benefits amounted to 30% of his base salary. The Company state that during 2017/18 Archie Bethel received £225,728 in connection with his accommodation costs in London. Payments of this nature are not considered appropriate.Payments relating to the departure of Bill Tame, CEO of Global Growth and Operations, are considered appropriate. Outstanding grants made under the Deferred Bonus Plan (DBP) and Performance Share Plan (PSP) shall vest on their normal vesting dates. The two-year postvesting holding period will apply to any shares that vest under the 2017 PSP grant. No PSP grant will be made to Mr Tame in 2018.
Rating: AC

Vote Cast: *Abstain* Results: For: 94.6, Abstain: 4.1, Oppose/Withhold: 1.3,

8. *Re-elect Sir David Omand*
Senior Independent Director. Not considered independent owing to a tenure of over nine years. He is also a member of the audit and remuneration committees. As a matter of best practice, this committee should be entirely composed of independent non-executive directors. As such, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.7, Abstain: 0.0, Oppose/Withhold: 5.3,

12. *Re-elect Prof. Victoire de Margerie*
Independent Non-Executive Director. This Director has missed two of twelve Board meetings and one of four Audit Committee meetings that she was eligible to attend. Sufficient justification has not been provided by the Company.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.0, Oppose/Withhold: 3.0,

15. *Re-appoint the Auditors, PricewaterhouseCoopers LLP*
PwC proposed. Non-audit fees represented 4.55% of audit fees during the year under review and 6.15% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 95.1, Abstain: 1.2, Oppose/Withhold: 3.7,

21. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.3, Abstain: 0.0, Oppose/Withhold: 3.7,

HARBOURVEST GLOBAL PRIVATE EQUITY LTD AGM - 19-07-2018

3. *Re-elect Sir Michael Bunbury*
Non-Executive Chairman. Not considered independent as he has been on the Board for over nine years. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.8, Abstain: 0.8, Oppose/Withhold: 4.4,

5. *Re-elect Mr Keith Corbin*
Senior Independent Director. Not considered independent as he has been on the Board for over nine years. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 95.7, Abstain: 0.1, Oppose/Withhold: 4.2,

7. *Re-elect Mr Andrew Moore*
Non-Executive Director. Not considered independent as he has been on the Board for over nine years. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 95.7, Abstain: 0.1, Oppose/Withhold: 4.2,

9. *Re-elect Mr Peter Wilson*
Non-Executive Director. Not considered independent as he is Managing Director of HarbourVest Partners (U.K.) Limited, a subsidiary of HarbourVest Partners, LLC which is an affiliate of the Investment Manager. A director with significant links to the investment advisor cannot be supported on the Board. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 95.7, Abstain: 0.0, Oppose/Withhold: 4.3,

10. *Re-elect Mr Brooks Zug*
Non-Executive Director. Not considered independent as he is Senior Managing Director of HarbourVest Partners, LLC, an affiliate of the Investment Manager. A director with significant links to the investment advisor cannot be supported on the Board. He has also been on the Board for over nine years. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 95.7, Abstain: 0.0, Oppose/Withhold: 4.3,

11. *Appoint the Auditors*
EY proposed. Non-audit fees represented 79.36% of audit fees during the year under review and 78.64% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.0, Oppose/Withhold: 1.0,

SSE PLC AGM - 19-07-2018

2. *Approve the Remuneration Report*
Disclosure: Cash remuneration, benefits and pension contributions are adequately disclosed in the Single Total Remuneration Figure table. The AIP targets are considered to be commercially sensitive and are therefore not disclosed. However, future performance conditions and past targets for annual bonus are stated. Disclosure of performance measures and targets under the Performance Share Plan is considered adequate. However, dividend accrual is not separately categorised. **Balance:** The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over the last five years is aligned to the change in TSR over the same period. Over the five year period average annual increase in CEO pay has been approximately 7% whereas, on average, TSR has increased by 3%. The CEO's realised variable pay is not considered excessive at 156.5% of salary (Annual bonus: 117.2% of salary; PSP: 39.3% of salary). However, the ratio of CEO to average employee pay is estimated and is found excessive at 53:1. Furthermore, the CEO's salary is in the upper quartile of a peer comparator group. This raises concerns over potential excessivness of variable incentive schemes as the base salary determines the overall quantum of the remuneration structure. Rating: AC

Vote Cast: *Abstain* Results: For: 95.3, Abstain: 2.0, Oppose/Withhold: 2.7,

8. *Re-elect Richard Gillingwater*
Chairman. Independent upon appointment. He is the Chairman of the nomination committee and no target has been set to increase the level of female representation on the Board, which is currently insufficient at 22%.

Vote Cast: *Oppose* Results: For: 91.8, Abstain: 1.4, Oppose/Withhold: 6.8,

13. *Re-appoint the Auditors, KPMG LLP*
KPMG proposed. Non-audit fees represented 72.73% of audit fees during the year under review and 65.63% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 0.1, Oppose/Withhold: 3.5,

17. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.2, Oppose/Withhold: 0.9,

KCOM GROUP PLC AGM - 20-07-2018

4. *Re-appoint the Auditors, PricewaterhouseCoopers LLP*
PwC proposed. Non-audit fees represented 44.25% of audit fees during the year under review and 45.84% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 99.8, Abstain: 0.0, Oppose/Withhold: 0.2,

11. *Re-elect Peter Smith*
Independent Non-Executive Director. This Director has missed 1 out of 11 Board meetings he was eligible to attend. No explanation has been provided by the Company.

Vote Cast: *Oppose* Results: For: 99.6, Abstain: 0.0, Oppose/Withhold: 0.4,

14. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.8, Abstain: 0.0, Oppose/Withhold: 0.2,

HALFORDS GROUP PLC AGM - 24-07-2018

3. *Approve the Remuneration Report*
Disclosure: The overall disclosure is acceptable. Performance targets under the annual bonus and LTIP are adequately disclosed. All share incentive awards are fully disclosed with award dates and prices.
Balance: The CEO's total variable pay is not considered excessive at below 200% of salary. The changes in the CEO total pay over the last five years are not considered in line with Company's TSR performance over the same period. The ratio of CEO pay to average employee pay is considered acceptable at 13:1.
Contract: The buy-out arrangements for the incoming CEO is considered excessive
Rating: AD

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 1.1, Oppose/Withhold: 2.4,

7. *Re-elect David Adams*
Senior Independent Director. Considered independent. He missed 1 out of 8 board meetings, 1 out of 3 audit committee meetings, 1 out of 5 remuneration committee meetings and 1 out of 3 nomination committee meetings that he was eligible to attend. While a justification is provided, there are concerns over his time commitments during the year and track-record given his Chairmanship of Conviviality. It is noted that 12% of shareholders voted against his re-election at the last AGM.

Vote Cast: *Oppose* Results: For: 89.7, Abstain: 0.0, Oppose/Withhold: 10.3,

10. *Re-appoint the Auditors, KPMG LLP*
KPMG proposed. There were no non-audit fees during the year while non-audit fees represented 24.59% of audit fees on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain* Results: For: 99.2, Abstain: 0.7, Oppose/Withhold: 0.1,

15. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.1, Abstain: 0.1, Oppose/Withhold: 0.8,

ABERTIS INFRAESTRUCTURAS SA EGM - 25-07-2018

4.1. *Elect Marcelino Fernández Verdes*
Executive Chairman. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Cast: *Oppose*

4.2. *Elect Peter Sassenfeld*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

4.9. *Elect Rudolf Bräunig*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

4.7. *Elect Georg von Bronk*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

4.4. *Elect José Ignacio Legorburo*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

4.5. *Elect Ángel Muriel Bernal*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

4.6. *Elect Peter Coenen*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

4.3. *Elect Nikolaus Graf Von Matuschka*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

4.8. *Elect Javier Carreño Orgaz*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

4.10. *Elect Mischa Bastian Horstmann*
Non-Executive Director, not considered to be independent as the Director is considered to be connected to Hochtief AG, the controlling shareholder. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

MCKESSON CORPORATION AGM - 25-07-2018

1b. *Re-elect John H. Hammergren*
Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Cast: *Oppose* Results: For: 93.6, Abstain: 0.5, Oppose/Withhold: 5.9,

2. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 6.43% of audit fees during the year under review and 5.66% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 95.5, Abstain: 0.2, Oppose/Withhold: 4.3,

3. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDC. Based on this rating, it is recommended to oppose. It is noted that the say-on-pay vote received 73% oppose votes at last year's general meeting. It is also worth noting to this effect that the roles of Chairman and CEO are going to be split in the near future.

Vote Cast: *Oppose* Results: For: 86.5, Abstain: 0.3, Oppose/Withhold: 13.2,

QINETIQ GROUP PLC AGM - 25-07-2018

2. *Approve the Remuneration Report*
The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary increased by 2.5% and the salaries of the Company's chosen comparator group (employees in the UK principal businesses) rose by 4%. Changes in CEO pay in the last five years are considered to be in line with changes in TSR over the same period. Total variable pay for the year under review is not excessive, amounting to 133.3% of salary for the CEO; variable pay consisted only of Bonus Banking Plan awards, as performance conditions for the PSP were not met and therefore no awards vested. The ratio of CEO pay compared to average employee pay is not acceptable at 29:1.
Disclosure is substandard. There is no indication that the specific concerns raised by shareholders regarding the remuneration policy and the 2017 Qinetiq Group PLC Incentive Plan have been adequately addressed.
Rating: CC.

Vote Cast: *Oppose* Results: For: 88.4, Abstain: 0.9, Oppose/Withhold: 10.6,

7. *Re-elect Michael Harper*
Senior Independent Director. Considered independent. However, at last year's AGM the remuneration policy and the 2017 Qinetiq Group PLC Incentive Plan received significant opposition from shareholders (36.24% and 35.85% respectively). Although there is evidence of engagement with shareholders, there is no indication that the specific concerns raised by shareholders have been adequately addressed. As Chair of the Remuneration Committee, Michael Harper harbours the responsibility to address such issues. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.9, Oppose/Withhold: 2.1,

18. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such a proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 89.1, Abstain: 0.0, Oppose/Withhold: 10.9,

19. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.3, Oppose/Withhold: 1.7,

TATE & LYLE PLC AGM - 26-07-2018

2. *Approve the Remuneration Report*
Disclosure: Overall disclosure is acceptable however accrued dividends on vested share incentives are not separately disclosed.
Balance: The CEO's realised variable pay is considered excessive at 369% of salary (Annual Bonus: 126%, LTIP: 243%). It is noted that the same performance metric: adjusted profit before tax is used for both the annual bonus and the LTIP, raising concerns that executives are being rewarded twice for the same performance. Furthermore the use of adjusted metrics is considered inappropriate. The ratio of CEO to average employee pay has been estimated and is found inappropriate at 25:1.
Rating: AD.

Vote Cast: *Oppose* Results: For: 90.1, Abstain: 1.1, Oppose/Withhold: 8.8,

4. *Re-elect Dr Gerry Murphy*
Chairman. Independent upon appointment. However, he is also Chairman-designate of Burberry Group plc, a FTSE 100 company. It is considered that a chair cannot

effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chairman should focus his attention on a sole FTSE 350 Company. Furthermore he is Chair of the Nomination Committee and no target is set to improve the level of female representation, currently insufficient at 22%.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.9, Oppose/Withhold: 2.5,

6. *Re-elect Paul Forman*
Independent non-executive director. However, there are concerns over a potential conflict of interest between his role as an Executive in a listed company and membership of the remuneration committee. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 99.1, Abstain: 0.5, Oppose/Withhold: 0.4,

7. *Re-elect Lars Frederiksen*
Independent Non-Executive Director. However he missed one each of Board, Remuneration and Nomination Committee meetings in the year under review with no adequate justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.0, Oppose/Withhold: 0.7,

17. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 93.4, Abstain: 0.1, Oppose/Withhold: 6.5,

18. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.1, Oppose/Withhold: 0.5,

JOHNSON MATTHEY PLC AGM - 26-07-2018

4. *To elect Mr J O'Higgins*
Newly appointed independent Non-Executive Director. There are concerns over a potential conflict of interest between his role as an Executive in a listed company (Chief Executive of Spectris plc) and membership of the Remuneration Committee. The Company states that John O'Higgins will be stepping down as Chief Executive

within the course of the next 12 months. However, as there is no specific time provided, and 12 months is considered to be too broad a time-frame, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 97.9, Abstain: 1.3, Oppose/Withhold: 0.8,

18. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such a proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 94.2, Abstain: 0.1, Oppose/Withhold: 5.8,

19. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.1, Oppose/Withhold: 1.5,

DE LA RUE PLC AGM - 26-07-2018

5. *Re-elect Sabri Challah*
Independent Non-Executive Director. It is noted that he missed two Board meetings in the year under review with no justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.6, Abstain: 1.7, Oppose/Withhold: 0.7,

6. *Re-elect Maria da Cunha*
Independent Non-Executive Director. However there are concerns over her meeting attendance. She missed 3 Board meetings and 2 Audit Committee meetings with no justification provided.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.0, Oppose/Withhold: 0.7,

10. *Appoint the Auditors*
EY proposed. Non-audit fees represented 42.86% of audit fees during the year under review. This level of non-audit fees raises some concerns about the independence of the statutory auditor.

Vote Cast: *Abstain* Results: For: 99.3, Abstain: 0.4, Oppose/Withhold: 0.2,

15. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.1, Abstain: 0.0, Oppose/Withhold: 2.9,

16. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.0, Oppose/Withhold: 1.0,

VODAFONE GROUP PLC AGM - 27-07-2018

9. *To re-elect Valerie Gooding as a Director*
Senior Independent Director. Considered independent. It is noted that this director is the Chair of the Remuneration Committee and the remuneration report received an 'E' rating for the year under review. As such, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.5, Oppose/Withhold: 1.6,

11. *To re-elect Samuel Jonah as a Director.*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. While there is sufficient independent representation on the Board, this director is also a member of the remuneration committee. As a matter of best practice, this committee should be entirely composed of independent non-executive directors. As such, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.5, Oppose/Withhold: 2.1,

15. *Approve the Remuneration Report*
Disclosure: Whilst a clear breakdown between each element of the annual bonus scheme is evident, specific targets have not been disclosed for the non-financial performance measures. However, Cash remuneration, share incentive rewards and pension contributions are adequately disclosed in the Single Total Remuneration Figure table, next year's fees and salaries are clearly stated and dividend accrual is separately categorised which is welcome.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group.This raises concerns over potential excessivness of variable incentive schemes as the base salary determines the overall quantum on the remuneration structure. Also, the CEO's total realised variable pay is considered excessive at 501.46% of salary (Annual Bonus: 127.9%, LTIP: 373.56%). Furthermore, the ratio of CEO to average employee pay has been estimated and is found unacceptable at 87:1. The balance of CEO realised pay with financial performance is not considered acceptable as the change in CEO total pay over the last five years is not aligned to the

change in TSR over the same period. Over the five year period average annual increase in CEO pay has been approximately 17% whereas, on average, TSR has increased by 6%.
There are further concerns regarding the composition of both the Annual Bonus and Global Long Term Incentive Plan, the EBITDA figure used as the performance condition for the Annual Bonus is 'adjusted'. We consider that adjustments to EBITDA for remuneration purposes are inappropriate as in this case the adjustments excludes depreciation, amortisation, impairment loss, restructuring costs and loss on disposal of fixed asset. These are real costs which are born by shareholders but which, in the case of executive remuneration, management are not held responsible for. It is further noted that 'Adjusted free cash flow' is used as a performance metric for both the bonus and Global Long Term Incentive Plan which results in directors being rewarded twice for the same achievement.
Rating: AE

Vote Cast: *Oppose* Results: For: 94.5, Abstain: 2.7, Oppose/Withhold: 2.8,

16. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 23.81% of audit fees during the year under review and 10.20% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. However, PwC has acted as the Company's Remuneration Consultant until they stepped down to be appointed Auditor of the Company. For a number of years, PwC has also provided the Group with a wide range of consulting and assurance services. This long association with the Company creates potential for conflicts of interest. It is further noted that during the 2017 financial year a company, for which a number of PwC partners were acting as administrators, was considering litigation against the Group. This raises further concerns over audit independence.

Vote Cast: *Oppose* Results: For: 92.4, Abstain: 0.1, Oppose/Withhold: 7.5,

20. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 0.6, Oppose/Withhold: 3.0,

21. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.4, Oppose/Withhold: 1.3,

24. *Update to the Vodafone Group 2008 Sharesave Plan*
The Board is seeking authority to update the Vodafone Group 2008 Sharesave Plan. The Plan is a tax-advantaged plan under Schedule 3 of the Income Tax Act 2003 ("ITEPA"), administered by the board of directors of the Company, which may delegate its operation to a duly authorised committee or any other duly authorised person. Any employee who applies for an Option must enter into an HMRC approved "save as you earn" contract for a period of three or five years, and must agree to make monthly savings contributions of a fixed amount. On the day before any Option is granted, the number of Shares in respect of which Options may be granted may

not exceed 10% of the Company's ordinary share capital in issue when added to the number of shares which have been issued or committed to be issued to satisfy other Options, or options or awards granted in the previous ten years under any other Company employee share plan. Participation in the Plan is limited to UK-based employees and executive directors of the Company. As the proposed plan is not open to all employees on an equal basis an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.0, Abstain: 0.2, Oppose/Withhold: 3.7,

UNITED UTILITIES GROUP PLC AGM - 27-07-2018

4. *Re-elect Dr John McAdam*
Chairman. Independent upon appointment. He is also Chairman of Rentokil Initial Plc, a FTSE 100 company. It is considered that a chair cannot effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chairman should focus his attention onto the only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.1, Oppose/Withhold: 0.9,

11. *Re-elect Brian May*
Independent Non-Executive Director. There are concerns over a potential conflict of interest between his role as an Executive in a listed company and membership of the remuneration committee. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 99.2, Abstain: 0.5, Oppose/Withhold: 0.3,

14. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 21.11% of audit fees during the year under review and 57.01% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.0, Oppose/Withhold: 0.5,

18. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 0.1, Oppose/Withhold: 3.5,

19. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set

forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.5, Abstain: 0.0, Oppose/Withhold: 0.5,

THE WALT DISNEY COMPANY EGM - 27-07-2018

2. *Allow Proxy Solicitation*

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger. An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose*

NATIONAL GRID PLC AGM - 30-07-2018

15. *Approve the Remuneration Report*

Disclosure: Next year's fees and salaries are clearly stated. Performance conditions and targets for the LTIP and the annual bonus are stated.
Balance: The CEO's salary is in the upper quartile of the PIRC's comparator group. A 7.5% increase in the CEO's salary is not considered in line with a 2.8% change for other employees. The CEO's total realised variable pay for the year under review is approximately 258% of salary (Annual Bonus: 104%; LTIP: 154%). In addition, an LTIP award of 350% of salary is considered excessive.
Rating: AD.

Vote Cast: *Oppose* Results: For: 96.5, Abstain: 0.4, Oppose/Withhold: 3.0,

16. *Approve Political Donations*

The proposed authority is subject to an overall aggregate limit on political donations and expenditure of £125,000. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. However this exceeds recommended limits. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 95.3, Abstain: 1.1, Oppose/Withhold: 3.6,

19. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*

The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.7, Abstain: 0.3, Oppose/Withhold: 3.0,

20. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.1, Oppose/Withhold: 1.0,

XILINX INC. AGM - 01-08-2018

5. *Appoint the Auditors*
EY proposed. Non-audit fees represented 3.39% of audit fees during the year under review and 5.32% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.2, Oppose/Withhold: 1.9,

3. *Amend 2007 Equity Incentive Plan*
It is proposed to amend the 2007 Equity Incentive Plan to increase by 3,000,000 the number of shares of common stock authorised for issuance under the Plan. As of March 31, 2018, a total of 45,900,000 shares of common stock were authorised for issuance under the 2007 Equity Plan, of which approximately 11,342,436 remained available for future grant. If the stockholders approve this proposal, an additional 3,000,000 shares will become available for future grants, subject to adjustment to reflect stock splits and similar events. The Compensation Committee administers the 2007 Equity Plan, unless otherwise determined by the Board. The Compensation Committee interprets the 2007 Equity Plan and prescribes any rules necessary or appropriate for its administration, including the creation of sub-plans to take advantage of favorable tax-treatment, comply with local law or reduce administrative burdens for grants of awards in non-U.S. jurisdictions. The Compensation Committee determines the employees, consultants and non-employee directors of the Company or a subsidiary who are eligible to receive awards under the 2007 Equity Plan. The 2007 Equity Plan allows the Compensation Committee to grant incentive stock options, non-qualified stock options, RSUs, restricted stock and SARs. The Plan is presented as an omnibus plan, which means that bundled within the same official plan there are various incentive plan elements aimed at rewarding different groups of employees, officers and executives. These plans permit the granting of options, stock appreciation rights, restricted stock, restricted stock units, performance grants and dividend equivalents. However, it is noted that the Compensation Committee retains the power to select employees to receive awards and determine the terms and conditions of awards (and also note that 'management employees' appear most likely to be the principal beneficiaries of the Plan). An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.3, Abstain: 0.2, Oppose/Withhold: 5.5,

4. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDB. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 89.3, Abstain: 0.2, Oppose/Withhold: 10.5,

ELECTRONIC ARTS INC AGM - 02-08-2018

1a. *Re-elect Leonard S. Coleman*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 97.6, Abstain: 0.1, Oppose/Withhold: 2.3,

1b. *Re-elect Jay C. Hoag*
Non-Executive Director. Not considered independent as the director holds a significant stake of the Company's common stock. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.1, Oppose/Withhold: 1.0,

1c. *Re-elect Jeffrey T. Huber*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.8, Abstain: 0.1, Oppose/Withhold: 0.1,

1d. *Re-elect Lawrence F. Probst III*
Non-Executive Chairman. Not considered independent as he was previously Chief Executive Officer of the Company from 1991 to April 2007 and Executive Chairman from March 2013 to December 2014. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.1, Oppose/Withhold: 0.6,

1f. *Re-elect Richard A. Simonson*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.1, Oppose/Withhold: 1.5,

2. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CEC. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 83.8, Abstain: 2.8, Oppose/Withhold: 13.4,

4. *Appoint the Auditors*
KPMG proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 98.5, Abstain: 0.1, Oppose/Withhold: 1.5,

SPRINT CORPORATION AGM - 07-08-2018

2. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 55.65% of audit fees during the year under review and 87.57% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

3. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CCB. Based on this rating, it is recommended to abstain.

Vote Cast: *Abstain*

CA TECHNOLOGIES AGM - 08-08-2018

1.1. *Elect Jens Alder*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. It is noted that the shareholder right to physically attend a meeting has been removed. This is considered a governance concern and as such opposition is recommended for members of the governance committee.

Vote Cast: *Oppose* Results: For: 98.5, Abstain: 0.1, Oppose/Withhold: 1.4,

1.6. *Elect Rohit Kapoor*
Independent Non-Executive Director. It is noted that the shareholder right to physically attend a meeting has been removed. This is considered a governance concern and as such opposition is recommended for members of the governance committee.

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.1, Oppose/Withhold: 1.0,

1.8. *Elect Kay Koplovitz*
Non-Executive Director. Not considered independent as she has been on the Board for over nine years. There is sufficient independent representation on the Board. However, as there are concerns over the director's potential aggregate time commitments, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 93.0, Abstain: 0.2, Oppose/Withhold: 6.7,

1.9. *Elect Christopher B. Lofgren*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. However, there is sufficient independent representation on the Board. It is noted that the shareholder right to physically attend a meeting has been removed. This is considered a governance concern and as such opposition is recommended for members of the governance committee.

Vote Cast: *Oppose* Results: For: 91.4, Abstain: 0.1, Oppose/Withhold: 8.5,

1.10. *Elect Richard Sulpizio*
Independent Non-Executive Director. It is noted that the shareholder right to physically attend a meeting has been removed. This is considered a governance concern and as such opposition is recommended for members of the governance committee.

Vote Cast: *Oppose* Results: For: 92.6, Abstain: 0.1, Oppose/Withhold: 7.3,

2. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 6.89% of audit fees during the year under review and 6.48% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 98.5, Abstain: 0.1, Oppose/Withhold: 1.4,

3. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDC. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 90.6, Abstain: 0.1, Oppose/Withhold: 9.3,

RITE AID CORPORATION EGM - 09-08-2018

2. *Advisory Vote on Executive Compensation in Connection with the Merger*
The Board is seeking shareholders' approval of the compensation payable to the Company's Named Executive Officers (NEOs) in connection with the Merger. PIRC considers that payments relating to merger and acquisition transactions have the potential to interfere with the exercise of objective judgement by the board responsible for making the decision in the best interests of shareholders. This is the particularly the case where board members include NEOs who will receive such payments;

but even where this is not the case the quantum of such payments can represent a conflict of interest in board deliberations of the relevant transaction. In considering whether NEO payments related to the Merger are appropriate PIRC seeks to identify whether amounts normally payable to NEOs are enhanced as a result of the change in control and include elements that are not pro-rated against performance or earned by service prior to payment.

Vote Cast: *Oppose*

3. *Allow Proxy Solicitation*
The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger. An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose*

THE WILLIAMS COMPANIES INC. EGM - 09-08-2018

3. *Allow Proxy Solicitation*
The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger. An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose* Results: For: 92.7, Abstain: 0.3, Oppose/Withhold: 7.1,

DXC TECHNOLOGY COMPANY AGM - 15-08-2018

1b. *Elect Amy E. Alving*
Independent Non-Executive Director. It is noted that the shareholder right to physically attend a meeting has been removed. This is considered a governance concern and as such opposition is recommended for members of the governance committee.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.2, Oppose/Withhold: 3.2,

1e. *Elect J. Michael Lawrie*
Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Cast: *Oppose* Results: For: 95.9, Abstain: 0.9, Oppose/Withhold: 3.2,

1i. *Elect Manoj P. Singh*

Non-Executive Director. It is noted that the shareholder right to physically attend a meeting has been removed. This is considered a governance concern and as such opposition is recommended for members of the governance committee.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.2, Oppose/Withhold: 1.7,

2. *Appoint the Auditors*

Deloitte proposed. Non-audit fees represented 17.24% of audit fees during the year under review and 24.44% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 96.2, Abstain: 0.2, Oppose/Withhold: 3.7,

3. *Advisory Vote on Executive Compensation*

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDE. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 88.1, Abstain: 3.2, Oppose/Withhold: 8.7,

EXPRESS SCRIPTS HOLDING COMPANY EGM - 24-08-2018

2. *Allow Proxy Solicitation*

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger. An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose*

3. *Advisory Vote on Executive Compensation in Connection with the Merger*

The Board is seeking shareholders' approval of the compensation payable to the Company's Named Executive Officers (NEOs) in connection with the Merger. PIRC considers that payments relating to merger and acquisition transactions have the potential to interfere with the exercise of objective judgement by the board responsible for making the decision in the best interests of shareholders. This is the particularly the case where board members include NEOs who will receive such payments; but even where this is not the case the quantum of such payments can represent a conflict of interest in board deliberations of the relevant transaction. In considering whether NEO payments related to the Merger are appropriate PIRC seeks to identify whether amounts normally payable to NEOs are enhanced as a result of the change in control and include elements that are not pro-rated against performance or earned by service prior to payment.

Upon completion of the transaction, the CEO would be entitled to a total cash amount of $13.41 million and a total equity amount of $40.29 million, representing shares vested on a single-trigger basis, contrary to best practice. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 42.6, Abstain: 0.5, Oppose/Withhold: 56.9,

COMPAGNIE FINANCIERE RICHEMONT SA AGM - 10-09-2018

4.2. *Re-elect Josua Malherbe*
Non-Executive Vice-Chairman, not considered to be independent as he was closely involved in the formation of Richemont 20 years ago. In addition, he is member of Remgro and was Vice Chairman of VenFin Limited, where Mr. Johann Rupert (the controlling shareholder by voting rights) is a significant shareholder and Chairman of the Board of Directors. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4.1. *Re-elect Johann Rupert*
Non-Executive Chairman, not considered to be independent, as he previously held the combined position of Chairman and Chief Executive Officer. He controls a majority of the voting rights of the Company through Compagnie Financière Rupert, where he is the sole General Managing Partner. There is insufficient independent representation on the Board. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4.6. *Re-elect Jean-Blaise Eckert*
Non-Executive Director. Not considered independent, as last year, Lenz & Staehelin, the Swiss legal firm which Mr. Eckert is a partner of, received fees totalling CHF 0.6 million from the Company. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4.10. *Re-elect Ruggero Magnoni*
Non-Executive Director, not considered to be independent as he is a partner of Compagnie Financiere Rupert, the controlling shareholder. In addition, he has served on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4.14. *Re-elect Alan Quasha*
Non-Executive Director, not considered to be independent as he is the former CEO of North American Resources Limited, which is a past joint venture between the Quasha family and Richemont SA. Moreover, he has been on the board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4.16. *Re-elect Anton Rupert*
Non-Executive Director, not considered to be independent as he is the son of Johann Rupert, the Chairman of the Company. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4.17. *Re-elect Jan Rupert*
Non-Executive Director, not considered to be independent as he is a relative of the Founder and Chairman. He is also one of a group of family members who are beneficiaries of certain trusts which are, directly or indirectly, shareholders in that company and which hold 'A' shares and 'A' share equivalents in their own right. Moreover, he has been on the board for over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4.18. *Re-elect Gary Saage*
Non-Executive Director, not considered to be independent as he served as Chief Financial Officer of the Company until 31st July 2017. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

6. *Appoint the Auditors*
PwC proposed. No non-audit fees were invoiced during the year under review, and non-audit fees accounted for 11.44% of audit fees on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

8.2. *Approve Maximum Aggregate Amount of Fixed Compensation of the Members of the Senior Executive Committee*
It is proposed to approve the prospective fixed remuneration for members of the Executive Management of the Company, which means that the proposed amount will not be the actual amount to be paid, but only the fixed remuneration cap. The voting outcome of this resolution will be binding for the Company.
It is proposed to fix the remuneration of members of the Executive Committee until next AGM at CHF 15.8 million (CHF 11 million was proposed last year). The Company submitted two separate proposals for Executives fixed and variable remuneration, which is welcomed. With this separation, if shareholders rejected the variable compensation at a future potential retrospective proposal, the Company may nevertheless pay fixed salaries. The Ordinance Against Excessive Payments provides that if compensation is not approved, it may not be paid. The increase represents more than 10%. Opposition recommended.

Vote Cast: *Oppose*

8.3. *Approve Maximum Aggregate Amount of Variable Compensation of the Members of the Senior Executive Committee*
It is proposed to approve the prospective variable remuneration for members of the Executive Management of the Company, which means that the proposed amount will not be the actual amount to be paid, but only the cap for the variable remuneration component. The voting outcome of this resolution will be binding for the Company.
It is proposed to fix the remuneration of members of the Executive Committee until next AGM at CHF 15.8 million. There are concerns as the Compensation Committee

has discretion to increase annual bonus awards and the performance criteria are not previously quantified, which is contrary to best practice. In addition the Company operates three long-term incentive plans, which has the potential for creating excessive compensation and confusion above the long-term remuneration practice. In light of the above concerns, opposition is recommended.

Vote Cast: *Oppose*

NETAPP INC AGM - 13-09-2018

1b. *Elect Director Gerald Held*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain* Results: For: 99.6, Abstain: 0.2, Oppose/Withhold: 0.2,

1g. *Elect Director George T. Shaheen*
Non-Executive Director. Not considered independent as owing to a tenure of over nine years. There is sufficient independent representation on the Board. However, as there are concerns over the director's potential aggregate time commitments, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 93.8, Abstain: 0.2, Oppose/Withhold: 6.0,

2. *Amend Existing Omnibus Plan*
The Board is seeking approval of an amendment to the Company's Amended and Restated 1999 Stock Option Plan to increase the number of shares that may be issued thereunder by 9,000,000. There are concerns with the Plan as the it has various elements bundled together, and although parts of it can benefit the majority of employees, it can still be used as a vehicle for potentially excessive executive payments. As performance conditions may be attached to awards at the Compensation Committee's discretion, there are concerns that the Committee will have considerable flexibility in the payout of discretionary awards and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. In addition, maximum award limits are excessive. As a result, shareholders are advised to oppose.

Vote Cast: *Oppose* Results: For: 84.8, Abstain: 1.9, Oppose/Withhold: 13.3,

4. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DEC. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.0, Oppose/Withhold: 3.0,

5. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 21.66% of audit fees during the year under review and 26.51% on a three-year aggregate basis. This level of non-audit

fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.0, Oppose/Withhold: 1.7,

H & R BLOCK INC. AGM - 13-09-2018

2. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 4.76% of audit fees during the year under review and 7.06% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.1, Oppose/Withhold: 1.5,

3. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DCB. Based on this rating, it is recommended to oppose.

Vote Cast: *Oppose* Results: For: 60.7, Abstain: 0.3, Oppose/Withhold: 38.9,

RYANAIR HOLDINGS PLC AGM - 20-09-2018

1. *Approve Financial Statements*
Disclosure is adequate. The financial statements have been audited and certified. The reports have been made available to shareholders sufficiently prior to the date of the general meeting. However, there is a series of corporate governance concerns. The Executive Committee can exercise the powers exercisable by the full Board of Directors in circumstances in which action by the Board of Directors is required but it is impracticable to convene a meeting of the full Board of Directors. In addition, Non-Executive Directors participate in the Company's share option plan, which contravenes corporate governance best practices. On these grounds, opposition is recommended

Vote Cast: *Oppose*

2. *Approve the Remuneration Report*
It is proposed to approve the remuneration report with an advisory vote. Variable remuneration for the short-term incentives appears to be consistently capped, and the payout is in line with best practice. However, the Company has not disclosed quantified targets or performance criteria for its variable remuneration component, especially for long-term incentives, which may lead to overpayment against underperformance. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component, which makes it unlikely for shareholders to reclaim that variable remuneration unfairly paid out.
In recent years, the Company has received significant opposition to the remuneration report. The Company reports that it engaged with shareholders on corporate

governance issues and met most large shareholders during the past year to discuss remuneration policies. However, the content of such meetings is not fully available, no specific follow-up steps have been disclosed by the Company, and the remuneration policy has remained de facto untouched. On these bases, opposition is recommended.

Vote Cast: *Oppose*

3.A. *Re-elect David Bonderman*

Non-Executive Chairman. Not considered to be independent as he has been on the Board for more than nine years. In addition, David Bonderman led Irish Air, L.P, an investment vehicle and certain of his associates at the Texas Pacific Group to acquire a minority interest in the Company. During 2015, he among other directors was awarded 30,000 options at an exercise price of EUR 6.25, which are exercisable between June 2019 and July 2022. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

3.B. *Re-elect Michael Cawley*

Non-Executive Director. Not considered to be independent as he previously held the positions of Chief Operating Officer, Deputy CEO and CFO at Ryanair. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

3.D. *Re-elect Kyran Mclaughlin*

Non-Executive Director. Not considered to be independent as he serves as Deputy Chairman & Head of Capital Markets for Davy Stockbrokers, the Company's brokers. He advised Ryanair during its initial flotation on the Dublin and NASDAQ stock markets in 1997. In addition, he has served on the Board for over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

3.E. *Re-elect Howard Millar*

Non-Executive Director. Not considered to be independent as he was Deputy Chief Executive up to December 2014, and Chief Financial Officer up to September 2014. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

3.F. *Re-elect Dick Milliken*

Non-Executive Director. Not considered to be independent as, during 2015, he among other directors was awarded 30,000 options at an exercise price of EUR 6.25. Options are exercisable between June 2019 and July 2022. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

3.G. *Re-elect Michael O'Brien*
Non-Executive Director. Not considered to be independent as he was Chief Pilot and Flight Ops Manager of Ryanair until 1991. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

3.H. *Re-elect Michael O'Leary*
Chief Executive Officer. There are concerns over the gender pay gap that exists within the Company. In 2018, Ryanair revealed the pay data for UK employees based on payments made in the pay period April 2017. The data showed that a gender pay gap of 72% (the worst in the airline industry) with women making up only 3% of the top quarter of earners. In addition, Ryanair were forced to suspend 180,000 flights between November 2017 and March 2018 due to poor planning on pilot holiday rosters. There were also cases of strikes staged by certain unions on an ongoing dispute over working conditions. The increasing amount of issues faced and insufficient response by the Company and its hierarchy puts its reputation at stake and thus potentially damaging shareholder value. As the Chief Executive Officer is the most accountable figure in the Company's affairs, opposition is recommended.

Vote Cast: *Oppose*

3.I. *Re-elect Julie O'Neill*
Non-Executive Director. Not considered to be independent as, during 2015, she among other directors was awarded 30,000 options at an exercise price of EUR 6.25. Options are exercisable between June 2019 and July 2022. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

3.J. *Re-elect Louise Phelan*
Non-Executive Director. Not considered to be independent as, during 2015, she among other directors was awarded 30,000 options at an exercise price of EUR 6.25. Options are exercisable between June 2019 and July 2022. In addition, she is a Vice-President at Paypal, which is one of Ryanair's payment service providers. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

5. *Issue Shares with Pre-emption Rights*
It is proposed to issue new shares with pre-emptive rights for up less than 50% of the current share capital. However, the duration of the proposed authority exceeds 26 months. On this ground, opposition is recommended.

Vote Cast: *Oppose*

6. *Issue Shares for Cash*
Authority to issue shares without pre-emptive rights is proposed for less than 10% of the current share capital. However, the duration of the authority exceeds 12 months. It is considered that shareholders should have the occasion to vote on such resolutions annually.

Vote Cast: *Oppose*

7. Authorise Share Repurchase
Authority sought to allow the Board to repurchase and use capital stock within legal boundaries. The authority exceeds 5% of the share capital. As the Company has not duly provided an explanation regarding the rationale behind the proposal, opposition is recommended.

Vote Cast: *Oppose*

DIAGEO PLC AGM - 20-09-2018

2. Approve the Remuneration Report
Disclosure: Overall, disclosure is considered sufficient. All elements of each director's cash remuneration and pension contributions are disclosed as are future performance conditions and past targets for the annual bonus and LTIP. However, although the increase in CEO salary (+2%) is in line with the average salary increase for US and UK workforce (+4.5%). As a Company which is operating on a global scale, PIRC would prefer to see disclosure of salary movements accross all employees and not just the US and UK.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group.This raises concerns over potential excessivness of variable incentive schemes as the base salary determines the overall quantum on the remuneration structure. This concern is compounded by the total realised rewards under all incentive schemes during the year which amounts to 641.21% of base salary (Annual Bonus: 140.65% - LTIP: 411.8% - Discretionary Incentive Plan: 88.76%) and considered highly excessive. The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over the last five years is aligned to the change in TSR over the same period. Over the five year period average annual increase in CEO pay has been approximately 14.8% whereas, on average, TSR has increased by 12.07%. However, CEO pay compared to average employee pay stands at 68:1, which is not considered to be appropriate.

Rating: AD

Vote Cast: *Oppose*

4. To elect SS Kilsby as a Director of the Company.
Newly appointed independent Non-Executive Director. There are concerns over her aggregate time commitments. On this basis, abstention is recommended.

Vote Cast: *Abstain*

5. To re-elect Lord Davies as a Director of the Company.
Senior Independent Director. Considered independent. This Director has missed one out of four Audit Committee meetings that he was eligible to attend. No explanation has been provided by the Company. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose*

8. To re-elect NS Mendelsohn as a Director of the Company.
Independent Non-Executive Director. This Director has missed one of four Audit Committee meetings and one of five Remuneration Committee meetings that he was eligible to attend. No explanation has been provided by the Company. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose*

11. *To re-elect AJH Stewart as a Director of the Company.*
Independent Non-Executive Director. There are concerns over a potential conflict of interest between his role as an Executive in a listed company and membership of the remuneration committee. An abstain vote is recommended.

Vote Cast: *Abstain*

14. *Approve Political Donations*
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of £100,000 which is within recommended limits. However, it is noted that the Group made political donations of £300,000 state candidate committees, state political parties and federal leadership committees in North America. This raises concerns about the potential political donation which could be made by the Company under this authority. An oppose vote is therefore recommended.

Vote Cast: *Oppose*

17. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose*

18. *Adopt New Articles of Association*
Board is seeking Shareholders' approval to amend the Company's Memorandum of Association to increase the maximum aggregate amount of the fees payable to Non-Executive Directors excluding the Chairman's fees for their services from £1,000,000 to £1,200,000; and include updated provisions on payment methods and currencies for dividends thereby giving the company flexibility to choose how it pays dividends in the future. It is noted that the basic fee for Non-Executive Directors was increased from £87,000 to £92,000 effective 1 January 2018 and the additional fee for the Chairman of the Remuneration Committee was increased from £25,000 to £30,000. After the appointment of Ursula Burns as Non-Executive Director, which has been delayed, and including the additional fees for the Senior Non-Executive Director and Chairman of the Audit and Remuneration Committee, Non-executive fees will total £637,000 which leaves a head room under the current cap of £1 million of 36.3%. This level of headroom provides sufficient flexibility to the Company for increasing fees further and appointing new directors if required to do so. The purpose of the limit is to act as a barrier for excessive fee increases. An oppose vote is recommended.

Vote Cast: *Oppose*

ULVAC INC AGM - 27-09-2018

1. *Appropriation of Surplus*
Japanese companies seek specific authority for the appropriation of any surplus in earnings and this authority includes any distribution of a dividend. The approach to

such resolutions rests on the degree to which the dividend payout ratio is in line with the level of distribution which investors could reasonably expect. A dividend of 95 yen per share is proposed, and the dividend payout ratio is approximately 13%. which at less than 15%, is below what shareholders could reasonably expect.

Vote Cast: *Oppose*

2.7. *Elect Mibayashi Akira*
Non-Executive Director, not considered to be independent. There is insufficient independent representation on the Board (less than one-third of the whole Board).

Vote Cast: *Oppose*

2.8. *Elect Uchida Norio*
Non-Executive Director, not considered to be independent. There is insufficient independent representation on the Board (less than one-third of the whole Board).

Vote Cast: *Oppose*

3. *Elect Yahagi Mitsuru*
Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.

Vote Cast: *Oppose*

AI HOLDINGS CORP AGM - 27-09-2018

2.1. *Elect Sasaki Hideyoshi*
President, Representative Director. After this meeting, there will be no female directors on the Board. Regardless of the level of independence, it is considered that it is the responsibility of the most senior Board members to ensure that there is adequate gender diversity on the Board. Although there are no specific legal requirements or recommendations in this market, it is considered that companies should not rely on minimum standards, but aim to best practice, including in gender diversity.

Vote Cast: *Oppose*

3.1. *Elect Taguchi Tsuguo*
Inside Corporate Auditor. Not considered to be independent. Opposition is recommended

Vote Cast: *Oppose*

3.2. *Elect Adachi Kazutoshi*
Outside Corporate Auditor. Not considered to be independent. The corporate auditor board is less than 50% independent. Opposition is therefore recommended.

Vote Cast: *Oppose*

3.3. *Elect Ishimoto Akitoshi*

Outside Corporate Auditor. Not considered to be independent. The corporate auditor board is less than 50% independent. Opposition is therefore recommended.

Vote Cast: *Oppose*

4 Appendix

The regions are categorised as follows:

ASIA	China; Hong Kong; Indonesia; India; South Korea; Laos; Macao; Malaysia; Philippines; Singapore; Thailand; Taiwan; Papua New Guinea; Vietnam
SANZA	Australia; New Zealand; South Africa
EUROPE/GLOBAL EU	Albania; Austria; Belgium; Bosnia; Bulgaria; Croatia; Cyprus; Czech Republic; Denmark; Estonia; France; Finland; Germany; Greece; Hungary; Ireland; Italy; Latvia; Liechtenstein; Lithuania; Luxembourg; Moldova; Monaco; Montenegro; Netherlands; Norway; Poland; Portugal; Spain; Sweden; Switzerland
JAPAN	Japan
USA/CANADA	USA; Canada; Bermuda
UK/BRIT OVERSEAS	UK; Cayman Islands; Gibraltar; Guernsey; Jersey
SOUTH AMERICA	Argentina; Bolivia; Brazil; Chile; Colombia; Costa Rica; Cuba; Ecuador; El Salvador; Guatemala; Honduras; Mexico; Nicaragua; Panama; Paraguary; Peru; Uruguay; Venezuela
REST OF WORLD	Any Country not listed above

The following is a list of commonly used acronyms and definitions.

Acronym	Description
AGM	Annual General Meeting
CEO	Chief Executive Officer
EBITDA	Earnings Before Interest Tax Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FY	Financial Year
KPI	Key Performance Indicators - financial or other measures of a company's performance
LTIP	Long Term Incentive Plan - Equity based remuneration scheme which provides stock awards to recipients
NED	Non-Executive Director
NEO	Named Executive Officer - Used in the US to refer to the five highest paid executives
PLC	Publicly Listed Company
PSP	Performance Share Plan
ROCE	Return on Capital Employed
SID	Senior Independent Director
SOP	Stock Option Plan - Scheme which grants stock options to recipients
TSR	Total Shareholder Return - Stock price appreciation plus dividends

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