



Nottinghamshire CC Pension Fund

PROXY VOTING REVIEW

PERIOD 1st January 2019 to 31st March 2019

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1 Resolution Analysis

- Number of resolutions voted: 278 (note that it MAY include non-voting items).
- Number of resolutions supported by client: 177
- Number of resolutions opposed by client: 61
- Number of resolutions abstained by client: 10
- Number of resolutions Non-voting: 30
- Number of resolutions Withheld by client: 0
- 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	2
EUROPE & GLOBAL EU	8
JAPAN	13
TOTAL	23

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	177
Abstain	10
Oppose	61
Non-Voting	30
Not Supported	0
Withhold	0
US Frequency Vote on Pay	0
Withdrawn	0
TOTAL	278

1.3 List of meetings not voted and reasons why

Company	Meeting Date	Type	Comment
KUMIAI CHEMICAL INDUSTRY CO	25-01-2019	AGM	no ballot received
SCHINDLER HOLDING AG	26-03-2019	AGM	No ballot received

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	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total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	1	0	2	0	0	0	0	0	3
EUROPE & GLOBAL EU	44	9	35	30	0	0	0	0	118
JAPAN	132	1	24	0	0	0	0	0	157
TOTAL	177	10	61	30	0	0	0	0	278

1.5 Votes Made in the Portfolio Per Resolution Category

	Portfolio						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	12	0	4	1	0	0	0
Articles of Association	3	3	0	0	0	0	0
Auditors	4	1	3	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	1	0	0	0	0	0	0
Directors	132	6	41	0	0	0	0
Dividend	16	0	0	0	0	0	0
Executive Pay Schemes	2	0	4	0	0	0	0
Miscellaneous	1	0	1	0	0	0	0
NED Fees	4	0	2	0	0	0	0
Non-Voting	0	0	0	29	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	0	0	5	0	0	0	0
Shareholder Resolution	0	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	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn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	0	0	0	0	0	0	0
Remuneration Reports	0	0	0	0	0	0	0
Remuneration Policy	0	0	0	0	0	0	0
Dividend	0	0	0	0	0	0	0
Directors	0	0	0	0	0	0	0
Approve Auditors	0	0	0	0	0	0	0
Share Issues	0	0	2	0	0	0	0
Share Repurchases	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
All-Employee Schemes	0	0	0	0	0	0	0
Political Donations	0	0	0	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Mergers/Corporate Actions	0	0	0	0	0	0	0
Meeting Notification related	0	0	0	0	0	0	0
All Other Resolutions	1	0	0	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	0	0	0	0	0	0	0
Annual Reports	0	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	0	0	0	0	0	0	0
Dividend	0	0	0	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

1.8 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	3	0	4	1	0	0	0
Articles of Association	0	2	0	0	0	0	0
Auditors	4	1	3	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	1	0	0	0	0	0	0
Directors	25	6	19	0	0	0	0
Dividend	6	0	0	0	0	0	0
Executive Pay Schemes	0	0	3	0	0	0	0
Miscellaneous	1	0	1	0	0	0	0
NED Fees	4	0	2	0	0	0	0
Non-Voting	0	0	0	29	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	3	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.9 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	9	0	0	0	0	0	0
Articles of Association	3	1	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	107	0	22	0	0	0	0
Dividend	10	0	0	0	0	0	0
Executive Pay Schemes	2	0	1	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

1.10 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
2	1	0	1

EU

Meetings	All For	AGM	EGM
8	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
13	2	2	0

US

Meetings	All For	AGM	EGM
0	0	0	0

TOTAL

Meetings	All For	AGM	EGM
23	3	2	1

1.11 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
JUST GROUP PLC	16-01-2019	EGM	2	0	0	2
H.I.S. CO LTD	25-01-2019	AGM	11	9	0	2
KUMIAI CHEMICAL INDUSTRY CO	25-01-2019	AGM	16	13	0	3
THYSSENKRUPP AG	01-02-2019	AGM	7	4	1	1
INFINEON TECHNOLOGIES AG	21-02-2019	AGM	5	3	0	1
TRUSCO NAKAYAMA CORP	08-03-2019	AGM	13	7	1	5
SCHRODER INTERNATIONAL SELECTION FUND	11-03-2019	EGM	1	0	1	0
SCHRODER INTERNATIONAL SELECTION FUND	20-03-2019	EGM	1	0	1	0
JAPAN TOBACCO INC	20-03-2019	AGM	12	9	0	3
SCA (SVENSKA CELLULOSA) AB	20-03-2019	AGM	27	9	0	10
KUBOTA CORP	22-03-2019	AGM	12	11	0	1
BRIDGESTONE CORP	22-03-2019	AGM	12	12	0	0
SCHINDLER HOLDING AG	26-03-2019	AGM	24	7	4	12
DAILY MAIL & GENERAL TRUST	26-03-2019	CLASS	1	1	0	0
SKANDINAVISKA ENSKILDA BANKEN (SEB)	26-03-2019	AGM	36	15	2	10
SHIMANO INC	26-03-2019	AGM	9	8	0	1
OTSUKA CORPORATION	27-03-2019	AGM	15	13	0	2
TRELLEBORG AB	27-03-2019	AGM	17	6	0	1
DIC CORPORATION	27-03-2019	AGM	12	11	0	1
SIIX CORP	28-03-2019	AGM	12	9	0	3
NAKANISHI INC	28-03-2019	AGM	1	1	0	0
MABUCHI MOTOR CO LTD	28-03-2019	AGM	19	18	0	1
OTSUKA HOLDINGS CO LTD	28-03-2019	AGM	13	11	0	2

2 Notable Oppose Vote Results With Analysis

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

THYSSENKRUPP AG AGM - 01-02-2019

6.1. *Elect Martina Merz*

Non-Executive Director, not considered to be independent as the Director has a Cross Directorship with another Director on the Board. There is insufficient independent representation on the board. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 83.3, Abstain: 0.0, Oppose/Withhold: 16.7,

INFINEON TECHNOLOGIES AG AGM - 21-02-2019

2. *Approve the Dividend*

The Board proposes a dividend of EUR 0.27 per share. The dividend is covered by earnings. Acceptable proposal.

Vote Cast: *For*

Results: For: 86.5, Abstain: 0.9, Oppose/Withhold: 12.6,

SCHINDLER HOLDING AG AGM - 26-03-2019

4.3. *Approve the variable compensation of the Board of Directors for the financial year 2018*

It is proposed to approve the amount of CHF 5,988,000 million for the variable compensation payable to the Board of Directors for the past business year. Non-Executive Directors receive a variable component on top of their fees, which is considered to be against corporate governance best practice and against the spirit of the Ordinance Against Excessive Compensation. On this basis, opposition is recommended.

Vote Cast: *Oppose*

Results: For: 89.0, Abstain: 1.0, Oppose/Withhold: 10.0,

3 Notable Oppose Vote Results With Analysis

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

THYSSENKRUPP AG AGM - 01-02-2019

6.1. *Elect Martina Merz*

Non-Executive Director, not considered to be independent as the Director has a Cross Directorship with another Director on the Board. There is insufficient independent representation on the board. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 83.3, Abstain: 0.0, Oppose/Withhold: 16.7,

INFINEON TECHNOLOGIES AG AGM - 21-02-2019

2. *Approve the Dividend*

The Board proposes a dividend of EUR 0.27 per share. The dividend is covered by earnings. Acceptable proposal.

Vote Cast: *For*

Results: For: 86.5, Abstain: 0.9, Oppose/Withhold: 12.6,

SCHINDLER HOLDING AG AGM - 26-03-2019

4.3. *Approve the variable compensation of the Board of Directors for the financial year 2018*

It is proposed to approve the amount of CHF 5,988,000 million for the variable compensation payable to the Board of Directors for the past business year. Non-Executive Directors receive a variable component on top of their fees, which is considered to be against corporate governance best practice and against the spirit of the Ordinance Against Excessive Compensation. On this basis, opposition is recommended.

Vote Cast: *Oppose*

Results: For: 89.0, Abstain: 1.0, Oppose/Withhold: 10.0,

4 Oppose/Abstain Votes With Analysis

JUST GROUP PLC EGM - 16-01-2019

2. Issue Shares for Cash in Relation to Contingent Convertible Securities (CCSs)

This resolution will give the Directors authority to allot CCSs, or shares issued upon conversion or exchange of CCSs, without the need to first offer them to existing shareholders. This will allow the Directors greater flexibility to manage the Company's capital in the most efficient and economical way for the benefit of shareholders. If passed, Resolution 2 will authorise the Directors to allot shares and grant rights to subscribe for or to convert any security into shares in the Company on a non-pre-emptive basis up to an aggregate nominal amount of £42,253,521.10, representing approximately 44.9% of the Company's issued ordinary share capital. In line with the voting recommendation on resolution 1, an oppose vote is recommended.

Vote Cast: *Oppose*

Results: For: 95.8, Abstain: 0.0, Oppose/Withhold: 4.2,

1. Issue Shares with Pre-emption Rights in Relation to Contingent Convertible Securities (CCSs)

Authority to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of £42,253,521.10, representing approximately 44.9% of the Company's issued ordinary share capital, such authority to be exercised in connection with the issue of CCSs.

Background and Rationale: The Company was formed in 2016 by the merger of Just Retirement Group plc and Partnership Assurance Group plc. In its interim results for the six months ended 30 June 2018, announced on 6 September 2018, the Company stated that the Board had been considering a range of options for the business in case the PRA's consultation on the treatment of equity release mortgages, launched in July 2018 with the publication of CP13/18, had a detrimental impact on the Group's regulatory position. Among the capital options considered was the potential to issue restricted tier 1 bonds. The Board wishes to seek authority from Shareholders to issue Restricted Tier 1 Bonds that are convertible into Ordinary Shares upon the occurrence of certain trigger events. The Company states that capital sourced in this way would contribute to the Group's Solvency II capital requirements and give the Group greater flexibility in the management of its capital. Under the prudential rules applicable to the Group, Restricted Tier 1 Bonds must either be converted to equity or written off upon the occurrence of certain trigger events. The conversion feature is expected to be more tax and solvency capital efficient for the Group.

Recommendation: The use of CCSs are not considered appropriate as they put investors at significant risk of dilution in the event that conversion occurs. CCSs are relatively new instruments and there are concerns that CCSs may create a situation which whilst converting some debt to equity actually disincentivises equity investors from putting more new funds in to banks via rights issues, due to the dilutive effect of the conversion taking away much, or some, of the premium that would ordinarily accrue to shareholders. Previous events at Deutsche Bank has led to others voicing their concerns about the destabilising effect of CCSs on both the CCS price and the share price. Based on these concerns, an oppose vote is recommended.

Vote Cast: *Oppose*

Results: For: 95.9, Abstain: 0.0, Oppose/Withhold: 4.1,

H.I.S. CO LTD AGM - 25-01-2019

3.1. Elect Sawada Hideo

President. It is considered that it is the responsibility of the most senior Board members to ensure that there is appropriate outside oversight of Board decisions. As there is inadequate outside presence on the Board (less than three outside directors) an oppose vote on the most senior directors is recommended.

Vote Cast: *Oppose*

5. *Payment of Bonus to Directors/Corporate Auditors*

The company proposes the payment of bonuses to directors and corporate auditors. Although shareholders are given an opportunity to vote at the Annual Meetings on bonus payments, outside directors are permitted to benefit from payment of a retirement allowance. As payment of outsiders represents a conflict in interest, an oppose vote is recommended.

Vote Cast: *Oppose*

KUMIAI CHEMICAL INDUSTRY CO AGM - 25-01-2019

2.1. *Elect Mochizuki Masashi*

Chairman, 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*

2.2. *Elect Koike Yoshitomo*

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. *Payment of Retirement Allowance to Directors/Corporate Auditors*

The company is seeking shareholder approval for retirement allowance to directors/corporate auditors. Retirement allowances to directors and corporate auditors are paid separate from monthly salary and annual bonus. Traditionally retirement allowance is viewed as a replacement for pension plan contributions and irrespective of individual or corporate performance. Although shareholders are given an opportunity to vote at the Annual Meeting on whether retirement allowance would be paid, outside directors are permitted to benefit from payment of a retirement allowance. It is considered that any payment other than fees for board duties gives rise to a conflict of interest for an outside director. Therefore, an oppose vote is recommended.

Vote Cast: *Oppose*

THYSSENKRUPP AG AGM - 01-02-2019

5. *Appoint the Auditors*

PwC proposed. Non-audit fees represented 6.25% of audit fees during the year under review and 8.70% 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: 99.9, Abstain: 0.0, Oppose/Withhold: 0.1,

6.1. *Elect Martina Merz*

Non-Executive Director, not considered to be independent as the Director has a Cross Directorship with another Director on the Board. There is insufficient independent representation on the board. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 83.3, Abstain: 0.0, Oppose/Withhold: 16.7,

INFINEON TECHNOLOGIES AG AGM - 21-02-2019

5. *Appoint the Auditors*

KPMG proposed. Non-audit fees represented 15.79% of audit fees during the year under review and 20.93% 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: 98.1, Abstain: 0.0, Oppose/Withhold: 1.9,

TRUSCO NAKAYAMA CORP AGM - 08-03-2019

1. *Amendment of Article of Association*

There is insufficient English disclosure of meeting materials in a timely manner to provide an informed vote. An abstain vote is recommended.

Vote Cast: *Abstain*

3.1. *Elect Nakayama Tetsuya*

President. 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*

3.4. *Elect Miyata Shinsaku*

Newly appointed Executive Director. After this meeting, there will be no female directors on the Board. Regardless the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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*

3.5. *Elect Nakai Kazuo*

Newly appointed Executive Director. After this meeting, there will be no female directors on the Board. Regardless the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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*

3.6. *Elect Kazumi Atsushi*

Newly appointed Executive Director. After this meeting, there will be no female directors on the Board. Regardless the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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*

3.7. *Elect Naoyoshi Hideki*

Newly appointed Executive Director. After this meeting, there will be no female directors on the Board. Regardless the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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*

SCHRODER INTERNATIONAL SELECTION FUND EGM - 11-03-2019

1. *Amendment of the Articles of Incorporation of the Company*

The Board is seeking shareholder approval for the amendments to articles 3, 4, 5, 6, 8, 10, 11, 12, 14, 16, 17, 21, 22, 23, 27, 28, 30, 31, 32, 33 of the Articles of Incorporation of the Company. The reasons for the amendments relate summarily to the following reasons; (i) To reflect changes to Luxembourg laws and more particularly the reform of the Luxembourg Law of 10 August 1915 on commercial companies (the "1915 Law") and (ii) To allow the Board the flexibility to issue global share certificates and dematerialised shares in accordance with the Luxembourg Law of 6 April 2013 relating to dematerialised securities; (iii) To introduce provisions required as a result of the entry into force of Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the "Regulation"); and (iv) To update the provisions in order to bring them in line with current market practices.

The Board is proposing to introduce provisions in the Articles of Association as a result of the entry into force of the Regulation. The Regulation establishes European-wide rules to make money market funds ("MMFs") more resilient and better able to withstand market shocks. It is noted that additional disclosures will be required to be made to investors covering particular eligible assets, diversification requirements, liquidity, valuation rules and internal procedures to ensure compliance with the Regulation.

Although there are no material governance concerns over most of the proposed changes, the Board's discretion to determine the merger, liquidation, division and reorganisation of a class of shares raises, instead of leaving the decision to a class meeting, represent a concern over shareholder rights. Also, there is insufficient

balance of independent representation on the Board which fails to provide assurance that the proposed amendment of the Articles of Incorporation is undertaken with appropriate independent judgement and oversight. Additionally, it is considered that any change in the Company's Article of Incorporation requires a fully independent Board, which is not the case at the Company. On these basis, abstention vote is recommended.

Vote Cast: Abstain

SCA (SVENSKA CELLULOSA) AB AGM - 20-03-2019

15. Approve Remuneration Policy

It is proposed to approve the remuneration policy with a binding vote. Variable remuneration 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, 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 is unlikely for shareholders to reclaim that variable remuneration unfairly paid out. On these bases, opposition is recommended.

Vote Cast: Oppose

8.C. Discharge the Board

Approval is sought to release the members of the Board on account of their activities in the year under review. In light of the corporate governance concerns regarding excessive use of corporate resources and potential excessive gifts to business partners, steps do not appear to have been taken to change the corporate governance structure. Whilst the auditor has changed from PwC to Ernest and Young, following the claims of inappropriate connections with auditors, insufficient information has been disclosed regarding changes made which address these claims. As a result, as vote opposing is recommended.

Vote Cast: Oppose

11. Approve Fees Payable to the Board of Directors and the Auditor

It is proposed to approve Board and Committee membership fees for non-executive directors, as well as approve the Auditor fees. Ernest and Young were appointed in 2016, auditor's rotation is welcomed and the auditors' term is under five years. It is proposed to pay to each director elected by the meeting and who is not employed by the company SEK 625,000 and the chairman of the board of directors is to receive SEK 1,875,000. This represents an increase of 23.2% , which is considered excessive. An oppose vote is recommended.

Vote Cast: Oppose

12.2. Re-elect Par Boman

Non-Executive Chairman, member of the Audit Committee. Not considered independent as he is a board member of a significant shareholder in the Company. It is best practice that the Chairman be independent. Moreover, It is considered that audit committees should comprise exclusively independent members or, at least, a majority of independent members, including the chair. On this ground, opposition is recommended.

Vote Cast: Oppose

12.3. Re-elect Lennart Evrell

Non-Executive Chairman. Not considered to be independent as the director has a cross directorship with Martin Lindqvist, who is also a member of the board at the Confederation of Swedish Enterprise. There are also concerns over the director's potential aggregate time commitments, however the director attended all of the board meetings in 2018. There is insufficient independent representation on the Board. On balance, an oppose vote is recommended.

Vote Cast: Oppose

12.4. Re-elect Annemarie Garshol

Independent Non-Executive Director. Non-Executive Director. Not considered to be independent as The director is a member of the board of Essity, which was part of SCA until 2017. There is insufficient independence on the board. A vote to oppose is recommended.

Vote Cast: Oppose

12.6. Re-elect Martin Lindqvist

There is insufficient independence on the Board; the director is also a member of the Audit Committee and there is insufficient independent representation on the Audit Committee. Opposition recommended.

Vote Cast: Oppose

12.8. Re-elect Bert Nordberg

Non-Executive Director. Not considered independent as he is a board member on two Companies held by Industrivarde, a significant shareholder in the Company. It is considered that audit committees should comprise exclusively independent members, or at least a majority of independent members, including the chair. This composition would be in line with the EU Audit Directive, which is seen as best governance practice across European markets. As there is insufficient independent representation on the Audit Committee opposition is recommended.

Vote Cast: Oppose

12.10. Re-elect Barbara M. Thoralfsson

Non-Executive Director. Chair of the audit committee. Not considered independent owing to a tenure of over nine years. As there is insufficient independence on the the Board and on the Audit Committee opposition is recommended.

Vote Cast: Oppose

13. Elect Chair Par Boman

Non-Executive Chairman, Member of the Audit Committee. Not considered independent as he is a board member of Industrivarden, a significant shareholder. It is best practice that the Chairman be independent. As there is insufficient independence on the board and audit committee. An oppose vote is recommended.

Vote Cast: Oppose

JAPAN TOBACCO INC AGM - 20-03-2019**4.1. *Elect Nagata Ryouko***

Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.

Vote Cast: Oppose

4.2. *Elect Yamamoto Hiroshi*

Newly nominated Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.

Vote Cast: Oppose

4.3. *Elect Mimura Tooru*

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

Vote Cast: Oppose

SCHRODER INTERNATIONAL SELECTION FUND EGM - 20-03-2019**1. *Amend Articles:***

The Board is seeking shareholder approval for the amendments to articles 3, 4, 5, 6, 8, 10, 11, 12, 14, 16, 17, 21, 22, 23, 27, 28, 30, 31, 32, 33 of the Articles of Incorporation of the Company. The reasons for the amendments relate summarily to the following reasons; (i) To reflect changes to Luxembourg laws and more particularly the reform of the Luxembourg Law of 10 August 1915 on commercial companies (the "1915 Law") and (ii) To allow the Board the flexibility to issue global share certificates and dematerialised shares in accordance with the Luxembourg Law of 6 April 2013 relating to dematerialised securities; (iii) To introduce provisions required as a result of the entry into force of Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the "Regulation"); and (iv) To update the provisions in order to bring them in line with current market practices.

The Board is proposing to introduce provisions in the Articles of Association as a result of the entry into force of the Regulation. The Regulation establishes European-wide rules to make money market funds ("MMFs") more resilient and better able to withstand market shocks. It is noted that additional disclosures will be required to be made to investors covering particular eligible assets, diversification requirements, liquidity, valuation rules and internal procedures to ensure compliance with the Regulation.

Although there are no material governance concerns over most of the proposed changes, the Board's discretion to determine the merger, liquidation, division and reorganisation of a class of shares raises, instead of leaving the decision to a class meeting, represent a concern over shareholder rights. Also, there is insufficient balance of independent representation on the Board which fails to provide assurance that the proposed amendment of the Articles of Incorporation is undertaken with appropriate independent judgement and oversight. Additionally, it is considered that any change in the Company's Article of Incorporation requires a fully independent Board, which is not the case at the Company. On these basis, abstention vote is recommended.

Vote Cast: Abstain

KUBOTA CORP AGM - 22-03-2019**1.1. *Elect Kimata Masatoshi***

President. 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*

SHIMANO INC AGM - 26-03-2019**2.4. *Elect Yoshida Tamotsu***

Newly nominated Executive Director. After this meeting, there will be no female directors on the Board. Regardless of the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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*

SCHINDLER HOLDING AG AGM - 26-03-2019**3. *Discharge the 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. Applicable 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*

Results: For: 98.9, Abstain: 1.0, Oppose/Withhold: 0.1,

4.3. *Approve the variable compensation of the Board of Directors for the financial year 2018*

It is proposed to approve the amount of CHF 5,988,000 million for the variable compensation payable to the Board of Directors for the past business year. Non-Executive Directors receive a variable component on top of their fees, which is considered to be against corporate governance best practice and against the spirit of the Ordinance Against Excessive Compensation. On this basis, opposition is recommended.

Vote Cast: *Oppose*

Results: For: 89.0, Abstain: 1.0, Oppose/Withhold: 10.0,

4.4. *Approve Approve the variable compensation of the Group Executive Committee for the financial year 2018*

It is proposed to approve the the variable compensation of the Group Executive Committee. Variable appears to be consistently capped, however there are excessiveness concerns as the total potential variable remuneration may exceed 200% of the salary. In addition, the Company has not disclosed quantified targets

for the performance criteria of its variable remuneration component, which may lead to overpayment against underperformance. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. Nevertheless, opposition is recommended based on potential excessive variable remuneration.

Vote Cast: *Oppose*

Results: For: 96.4, Abstain: 0.5, Oppose/Withhold: 3.1,

5.1. *Re-elect Silvo Napoli as board member and chairman*

Executive Chairman. 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. Combining the two functions 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: 93.9, Abstain: 0.5, Oppose/Withhold: 5.7,

5.2.1. *Re-elect Alfred N. Schindler*

Non-Executive Director, not considered to be independent as Mr Schindler is a major Shareholder of the Company. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 94.0, Abstain: 0.7, Oppose/Withhold: 5.3,

5.2.2. *Re-elect Pius Baschera*

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: 94.8, Abstain: 1.0, Oppose/Withhold: 4.2,

5.2.4. *Re-elect Luc Bonnard*

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: 94.0, Abstain: 0.4, Oppose/Withhold: 5.6,

5.2.5. *Re-elect Partice Bula*

Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain*

Results: For: 98.8, Abstain: 0.5, Oppose/Withhold: 0.7,

5.2.7. *Re-elect Rudolf W. Fischer*

Non-Executive Director. Not considered independent as the director was previously member of the Executive Committee from 1996 to 2011. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

Results: For: 94.5, Abstain: 1.0, Oppose/Withhold: 4.5,

5.2.8. *Re-elect Anthony Nightingale*

Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. There is insufficient independence on the board.

Vote Cast: *Abstain*

Results: For: 92.4, Abstain: 0.5, Oppose/Withhold: 7.1,

5.2.10. *Re-elect Carole Vischer*

Non-Executive Director. Not considered independent the director is listed as a family member forming part of the shareholder agreement under which the Schindler and Bonnard families holds a majority stake of the share capital. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

Results: For: 94.8, Abstain: 1.0, Oppose/Withhold: 4.3,

5.3.1. *Re-elect Remuneration Committee Member Pius Baschera*

Non-Executive Director, candidate to the Remuneration Committee on this resolution. It is considered that the Remuneration Committee should consist exclusively of independent members. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 92.2, Abstain: 1.2, Oppose/Withhold: 6.6,

5.3.2. *Re-lect Remuneration Committee Member Patrice Bula*

This director is considered to be independent. Support would be normally recommended. However, due to the concerns over the potential aggregate time commitments for this Director, it is believed that he may not have the sufficient time for this position as member of the Remuneration Committee. On balance, abstention is recommended.

Vote Cast: *Abstain*

Results: For: 96.2, Abstain: 0.5, Oppose/Withhold: 3.4,

5.3.3. *Re-elect Remuneration Committee Member Rudolf W. Fischer*

Non-Executive Director, candidate to the Remuneration Committee on this resolution. It is considered that the Remuneration Committee should consist exclusively of independent members. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 93.1, Abstain: 1.0, Oppose/Withhold: 5.9,

5.5. *Appoint the Auditors*

EY proposed. Non-audit fees represented 41.96% of audit fees during the year under review and 37.79% 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: 98.4, Abstain: 0.5, Oppose/Withhold: 1.1,

6. *Transact Any Other Business*

Shareholders should receive sufficient notice of proposals brought forward by either management or other shareholders. As such, any other proposition brought forward

in the meeting would provide insufficient time for an informed assessment. Opposition is recommended.

Vote Cast: Oppose

SKANDINAVISKA ENSKILDA BANKEN (SEB) AGM - 26-03-2019

14.A1. Re-elect Johan H. Andresen

Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. Abstention is recommended.

Vote Cast: Abstain

14.A3. Re-elect Samir Brikho

Non-Executive Director. Not considered independent as as the director has been CEO and in the Group Executive Committee of ABB. A company which the Investor AB has a significant interest. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: Oppose

14.A4. Re-elect Winnie Fok

Non-Executive Director. Not considered independent as she is Senior Advisor to the Wallenberg Foundation and a former advisor to Investor AB. Investor AB is a Wallenberg family holding and the major shareholder in the Company. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: Oppose

14.A10. Elect Anne Berner

Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. Abstention is recommended.

Vote Cast: Abstain

15. Appoint the Auditors

PwC proposed. Non-audit fees represented 68.97% of audit fees during the year under review and 60.47% 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. Opposition is recommended.

Vote Cast: Oppose

16. Approve Remuneration Policy

It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not disclosed quantified targets for the performance criteria of its variable remuneration component, which as a consequence 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 that shareholders will be able to reclaim any variable remuneration unfairly paid out. On these bases, opposition is recommended.

Vote Cast: Oppose

17.A. Approve New 2019 Long Term Incentive Plan for all employees

The company wishes to retain and attract committed and competent employees who contribute to the long-term success of the bank. The award is granted based on the employee reaching pre-determined targets including return on equity, cost development, non-financial targets and customer satisfaction. Half of the award will be distributed in cash while the other half will be distributed in deferred equity for three years. If the total outcome of the AEP falls below 20% then the total outcome will be paid in cash without deferral. The targets for the award are not adequately disclose which is not best practice therefore it is recommended oppose.

Vote Cast: Oppose

17.B. Approve the New 2019 Long Term Equity Plan for Group Executive Committee, Other Senior Managers and Key Employees

The Share Deferral Programme is for the group executive committee, other senior managers and key employees. The targets for the programme is set on an annual basis and consists of a combination of financial target Return on Equity/Return on Business Equity, cost development as well as on e.g. customer satisfaction and other parameters such as compliance, employee commitment and corporate sustainability. Half of the share rights is awarded after a qualification period of three years while the other half is granted after a qualification period of five years. After each respective qualification period employees are required to hold the award for an additional year. Best practice requires employees to hold the shares for up to two years after it has been awarded. The targets for the programme are not quantified which is also not best practice. Therefore it is recommended to oppose the plan.

Vote Cast: Oppose

17.C. Approve the New 2019 Long Term Equity Plan for Other Than Senior Managers in Certain Business Units

In order to comply with new regulations implemented in EU and Sweden the bank propose a Restricted Share Programme. This will be awarded based on the selected employees reaching pre-determined Group, business unit and individual targets as outlined in the banks business plan. The share rights are distributed to the participants during a three year period in annual instalments. After the rights have been awarded there is an additional holding period of one year before the shares can be converted into shares and transferred to the participants. Best practice requires employees to hold the shares for up to two years after it has been awarded. Therefore it is recommended to oppose the plan.

Vote Cast: Oppose

18.A. Authorise Share Repurchase

It is proposed to authorise the Board to purchase Company's shares until next AGM. The repurchase is limited to 1 % of share capital which meets guidelines. However 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.B. *Approve Issue of Shares for Long-Term Equity Plan*

Authority sought to allow the Board to repurchase and use capital stock within legal boundaries. The authority exceeds 5% of the share capital. In addition the 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.C. *Approve Issue of Shares for the 2019 Long-Term Equity Plan*

It is proposed to authorise the Board to purchase Company's shares until 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*

OTSUKA CORPORATION AGM - 27-03-2019

2.1. *Elect Ootsuka Yuuji*

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 Minai Naoto*

Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.

Vote Cast: *Oppose*

TRELLEBORG AB AGM - 27-03-2019

14. *Approve Remuneration Policy*

It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not disclosed quantified targets for the performance criteria of its variable remuneration component, which as a consequence 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 that shareholders will be able to reclaim any variable remuneration unfairly paid out. On balance, opposition is recommended.

Vote Cast: *Oppose*

DIC CORPORATION AGM - 27-03-2019**3.1. *Elect Ninomiya Hiroyuki***

Newly nominated Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.

Vote Cast: Oppose

SIIX CORP AGM - 28-03-2019**2.3. *Elect Oono Seiji***

Newly appointed Executive Director. After this meeting, there will be no female directors on the Board. Regardless of the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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. Opposition is recommended.

Vote Cast: Oppose

2.4. *Elect Maruyama Tooru*

Newly appointed Executive Director. After this meeting, there will be no female directors on the Board. Regardless of the level of independence, it is considered that the election of new executives should not be supported until gender diversity is introduced 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. Opposition is recommended.

Vote Cast: Oppose

3.1. *Elect Tomoda Masayuki*

Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.

Vote Cast: Oppose

MABUCHI MOTOR CO LTD AGM - 28-03-2019**4.1. *Appoint a Director as a Supervisory Committee Member: Someya Kazuyuki***

Executive Director. The Company operates under the corporate governance structure with a board of directors and an audit & supervisory committee, which should only comprise outside non-executive directors. As an executive director is proposed as a member of the Committee, opposition is recommended.

Vote Cast: Oppose

OTSUKA HOLDINGS CO LTD AGM - 28-03-2019**1.9. *Elect Takagi Shuuichi***

Newly appointed Executive Director. It is considered that the election of new executive directors, should not be supported, as their appointment to the Board would lead to a Board where independent directors comprise less than one-third of the whole board.

Vote Cast: Oppose

1.10. *Elect Matsutani Yukio*

Non-Executive Outside Director, but not considered to be independent due to his affiliation with the government. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: Oppose

5 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; Paraguay; 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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