edentree investment management

Global Corporate Governance Report

Proxy Voting Report: Quarter to 30 June 2020

PROFIT WITH PRINCIPLES

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Corporate Governance: Sustainable Development Goal 16

Goal #16 Peace, Justice and Strong Institutions

- Strong governance and accountable institutions is covered by SDG #16
  - *Substantially reduce corruption and bribery in all their forms*
  - *Develop effective, accountable and transparent institutions at all levels*
  - *Broaden and strengthen the participation of developing countries in the institutions of global governance*

We vote in all markets and at all meetings in respect of:

- Our active share ownership
- Our obligations under the UK Stewardship Code
- Our Corporate Governance ESG screen
- Our commitment to transparency under SDG #16

Corporate Governance Voting Policy: Our Approach

- We publish our UK and International Corporate Governance Voting Policies at www.edentreeim.com
- Policies are reviewed annually. Our overarching Corporate Governance Policy is as follows:
  - *EdenTree Investment Management (EIM) supports the principle of considered voting believing that proxies have an economic and stewardship value, and that shareholders have a vital role to play in encouraging high standards of corporate governance from the perspective of being long-term investors. EIM will therefore seek to vote at all meetings in which it has a shareholding. In very exceptional cases, EIM may elect to abstain from voting where companies have provided insufficient information for us to take a view*
  - *EIM has adopted a policy of voting in support of company management except where proposals are considered to be in breach of corporate governance best practice, or are viewed as not being in the economic interests of shareholders*
- For the purposes of SRDII[1] we use IVIS[2] as our UK research provider; IVIS does not provide vote recommendations – all decisions are taken by EIM. Glass Lewis & Co. votes our overseas proxies in accordance with an agreed policy template
- All proxies voted in support of management (pages 18-19 and 40-42) are voted in line with Policy
- For more information on our approach to proxy voting please contact information@edentreeim.com

[1] SRDII – Shareholder Rights Directive II effective 2019; [2] Institutional Voting Information Service

UK Corporate Governance Report

Quarter to 30 June 2020

PROFIT WITH PRINCIPLES

UK Key Events: Quarter to 30 June 2020

- COVID-19 heavily disrupted the annual voting season with the UK opting in the main for virtual meetings with shareholders able to ask questions in advance but not live; for instance **Barclays**, and **Standard Life Aberdeen** both held virtual meetings – the latter run by one director.
- With lockdown continuing and companies placing staff under the Government payment scheme, pay became a flashpoint for investors where executives did not agree to a meaningful pay cut. Some assumed a leadership approach with **Taylor Wimpey** and **Rentokil** cancelling bonuses and cutting executive pay – the latter also cancelled the annual long-term share award. Early evidence is also emerging in a Remuneration Policy year for many, that new pay policies are being put on hold as investors urge caution about awarding long-term share grants which may deliver outsize returns for directors as share prices recover
- **Schroders**, which led the call for executive pay restraint in the light of COVID-19, has been accused of hypocrisy as it announced CEO Peter Harrison received £9m in 2019. In particular, plans to increase his remuneration at a time when investors will have suffered significant losses has been attacked
- **Standard Life Aberdeen** suffered an unexpected proxy defeat with its proposal to move to virtual AGMs. Whilst all companies have moved to non-attending meetings during the COVID-19 outbreak, there is mounting criticism at companies excluding investors from asking questions ‘live’. The SLA resolution required 75% support and suffered an unexpected 37% oppose vote

UK Key Events: Quarter to 30 June 2020

- Dividends also became an unexpected flashpoint of the 2020 season with many companies seeking to preserve cash by withholding payment. **J Sainsbury** attracted vocal criticism for its decision to award executive bonuses whilst scrapping the dividend. Unlike **Tesco**, which went ahead with its final dividend – also attracting investor dissent – Sainsbury said the Remuneration Committee had opted to exercise 'discretion' to go ahead and make the bonus awards

- In a highly unusual move, the **Tesco** Remuneration Committee removed Ocado as a constituent of its LTIP peer group, and so doing delivered 3.3% of out-performance rather than 4.2% under-performance. Consequently Tesco CEO, Dave Lewis received a total package of £6.4m in 2019, close to an all time high for the food retailer. Tesco argued Ocado is now a 'technology platform' rather than a food retailer. At the AGM 67% of votes cast opposed the Remuneration Report making this one of the most sizeable defeats of a FTSE30 company

- A controversial new Remuneration Policy at **Lloyds Banking Group** in which headline maximum that could be earned is reduced sharply, has been strongly opposed by shareholders, including EdenTree. Although maximum pay-outs would in theory reduce, the new incentive scheme has lower conditions attached meaning maximum pay-out would be far easier achieved. The Policy and incentive scheme saw 36% of shareholders oppose

- The extraordinary civil war between the Board of **easyJet** and founder Sir Stelios Haji-Ioannou came to a head in defeat for Sir Stelios as a majority of shareholders refused to support his call to remove four directors from the Board including the CEO and Chairman. 99% of independent investors voted to support the Board

UK Key Events: Quarter to 30 June 2020

- In the first part of the proxy voting season to the end of May, shareholders revolted on 71 resolutions (<20%) with 31 shareholder revolts registered over pay
- **Wm Morrison** saw a significant shareholder revolt against its Remuneration Policy for refusing to reduce executive pension payments. Best practice now obliges companies to align executive pension payments with the wider workforce, but as part of its three-year Policy proposals pensions remained at 24% compared to the employee rate of 5%. Close to 35% of proxies opposed the Remuneration Policy
- **Burberry** has decided to abandon its performance-led LTIP and move to a restricted shares model with no performance attached. Although the quantum has fallen to a maximum 162.5% of salary (50% of the maximum LTIP grant) under the new scheme, this could still see over £2.2m paid to the CEO with no incentives attached. Burberry claims ‘a restricted share plan fits better with the characteristics of the luxury industry’
- The AIM listed fashion retailer **Boohoo** is planning an incentive scheme for its two co-founders and one other director worth £150m. The scheme will be predicated solely on share price appreciation and will not require a shareholder vote owing to its listing on AIM

UK Proxy Voting: Quarter to 30 June 2020

	For	Oppose	Abstain	Total
Resolutions	1,398	128	25	1,551
%	90	8	2	100
Meetings				85

Equity	Fixed
80	5

Reason for Action	Oppose	Abstain
Remuneration Report	61	5
Board Balance (Directors)	37	4
Individual Incentive Schemes	15	0
Auditors	10	4
Other	5	12
Total	128	25

Proxy voting statistics relate to all EdenTree client Funds under management, institutional, retail and charity, and therefore may include companies excluded on ethical grounds in the Amity Funds, but allowed elsewhere

Oppose Votes

Company	Date		Resolution	Reason
Newcastle Building Society	22.04.20	2	Re-appoint Auditors	Incumbent re-appointed in 2013; no tender since 1994
RELX	23.04.20	2	Approve Remuneration Policy	Excessive in aggregate; poor performance link
		3	Approve Remuneration Report	Over 600% salary paid; significant vesting at threshold
		10	Re-elect Mr W Hauser	Chair Remuneration Committee; poor overall structure
Synectics	23.04.20	6	Re-elect Mr S Coggins	Poor overall independence; Chair of Audit Committee
Taylor Wimpey	23.04.20	21	Approve Political Expenditure	Mandate of £250,000 sought; breaches EIM limit
ITV	23.04.20	2	Approve Remuneration Report	Over 400% salary paid; excessive in aggregate
		3	Approve Remuneration Policy	Discretion allows 500% salary; excessive in aggregate
HSBC Holdings	24.04.20	2	Approve Remuneration Report	Role based pay; excessive in aggregate
		13	Re-elect Ms P van de Meer Mohr	Chair, Remuneration Committee; excessive rewards
		16	Approve Political Expenditure	Mandate of £200,000 sought; breaches EIM limit
Pearson	24.04.20	11	Re-elect Mr T Score	Chair, Audit Committee; excessive audit tenure
		14	Approve Remuneration Policy	Excessive in aggregate; provides for over 500% salary
		16	Approve 2020 LTIP	Excessive scheme in aggregate with short-term bonus
		17	Re-appoint Auditors	Excessive tenure; audit tender cancelled until 2023
Rotork	24.04.20	3	Approve Remuneration Report	Significant increases to variable pay without justification
British American Tobacco	30.04.20	2	Approve Remuneration Report	Excessive in aggregate; over 740% salary awarded
		10	Re-elect Ms H Keller-Koeppel	Non-independent NED; Insufficient Board independence
		12	Re-elect Mr D Panayotopolous	Chair, Remuneration Committee; excessive awards

Oppose Votes

Company	Date		Resolution	Reason
AstraZeneca	29.04.20	10	Re-elect Mr G Chipchase	Chair, Remuneration Committee; increases unjustified
		17	Approve Remuneration Report	Grossly excessive awards; over 650% salary awarded
		18	Approve Remuneration Policy	Unjustified increases in variable pay to over 700%
		19	Approve Political Expenditure	Mandate of £250,000 sought; breaches EIM limit
		25	Approve PSP	Increase in maximum scheme limit unjustified
Travis Perkins	28.04.20	2	Approve Remuneration Report	Excessive bonus and Golden Hello to incoming CEO;
		3	Approve Remuneration Policy	Two schemes with duplicate performance; double dipping
		7	Re-elect Mr S Chambers	Chair Nomination Committee; poor Board diversity
		8	Re-elect Ms C McConville	Chair Remuneration Committee; excess; poor structure
Unilever	29.04.20	2	Approve Remuneration Report	Complex structure; excessive in aggregate; opaque link
		5	Re-elect Mr V Collao	Chair Remuneration Committee; presided over excess
Schroders	30.04.20	3	Approve Remuneration Report	Grossly excessive; bonus of 1,136% awarded; poor link
		4	Approve Remuneration Policy	Cap of £9m bonus for CEO' grossly excessive in total
		5	Approve LTIP	Superfluous scheme given size of bonus; poor value
		6	Approve Deferred Award Plan	Superfluous scheme given size of bonus; poor value
		14	Re-elect Mr D Buffini	Chair Remuneration Committee; poor performance link
Royal Bank of Scotland	29.04.20	2	Approve Remuneration Policy	Fixed pay allowance; poor overall structure and value
		3	Approve Remuneration Report	Fixed pay allowance; poor overall structure and value
Synthomer	29.04.20	2	Approve Remuneration Policy	Ratcheting of bonus and PSP without extra performance

Oppose Votes

Company	Date		Resolution	Reason
Synthomer	29.04.20	7	Re-elect Hon A G Cato	Excessive tenure on Board; poor overall independence
		8	Re-elect Mr D L H Hian	Excessive tenure on Board; poor overall independence
		10	Re-elect Mr B Connolly	Chair Remuneration Committee; unwarranted pay creep
		21	Amend PSP	Increase in scheme maximum; no added value
GlaxoSmithKline	06.05.20	2	Approve Remuneration Report	700% awarded; gross excess; poor performance link
		3	Approve Remuneration Policy	Increase in overall aggregate; grossly excessive
		7	Re-elect Mr V Banga	Senior NED; poor remuneration oversight; performance
		15	Re-elect Mr U Rohner	Chair Remuneration Committee; excessive awards made
Morgan Sindall	07.05.20	11	Re-appoint Auditors	No tender since 1994; exceeds reasonable tenure term
TT Electronics	06.05.20	3	Approve Remuneration Policy	Increase in annual bonus without justification; excessive
John Menzies	01.05.20	2	Approve Remuneration Report	Transformation grant awarded to Executive Chair; 1800%
		8	Re-elect Mr Kappelhoff-Wulff	Connected director; poor overall independence/diversity
Standard Chartered	06.05.20	3	Approve Remuneration Report	Fixed allowance pay; excessive in aggregate
		9	Re-elect Ms C Hodgson	Chair Remuneration Committee; excessive awards
Barclays	07.05.20	2	Approve Remuneration Report	Fixed allowance pay; poor performance link; excessive
		3	Approve Remuneration Policy	Poor structure; unjustified pay creep; excessive in total
		12	Re-elect Mr C Gilles	Chair Remuneration Committee; poor performance link
Johnson Service Group	06.05.20	9	Re-appoint Auditors	No tender since 1953; excessive tenure;
National Express Group	07.05.20	2	Approve Remuneration Report	Poor structure; excessive; unjustified pay creep

Oppose Votes

Company	Date		Resolution	Reason
National Express Group	07.05.20	13	Re-elect Mr C Muntwyler	Time concerns; attended fewer than 50% meetings
St James's Place	07.05.20	14	Approve Remuneration Policy	Excessive increase to maximum opportunity
		21	Approve PSP	Excessive increase to maximum opportunity
Intercontinental Hotels Group	07.05.20	2	Approve Remuneration Policy	Excessive in aggregate; significant vesting at threshold
		3	Approve Remuneration Report	Excessive increase in LTIP maximum without justification
		4G	Re-elect Ms J Harlow	Chair Remuneration Committee; poor overall restraint
		8	Approve LTIP	Excessive increase in LTIP maximum without justification
Standard Life Aberdeen	12.05.20	5	Approve Remuneration Report	Dual remuneration to co-CEOs; excessive in aggregate
		6	Approve Remuneration Policy	Excessive maximum opportunity' poor performance link
Reckitt Benckiser	12.05.20	2	Approve Remuneration Report	Excessive recruitment compensation; excessive awards
		6	Re-elect Ms M Harris	Chair Remuneration Committee; unjustified golden hello
Rentokil Initial	13.05.20	2	Approve Remuneration Report	Excessive awards in aggregate; 390% salary awarded
Direct Line Insurance	14.05.20	14	Re-appoint Auditors	Continued failure to tender; no tender before 2023
Next	14.05.20	15	Amend LTIP	Increased scheme maximum without justification
		16	Extend Share Matching Plan	Superfluous scheme; poor value and transparency
		18	Extend Management SOP	Significant awards available; poor value & transparency
Marshalls	13.05.20	5	Re-elect Ms J Ashdown	Chair Remuneration Committee; over complex; excess
		11	Approve Remuneration Policy	Overly complex structure delivering opaque value
		12	Approve Remuneration Report	Overly complex structure delivering opaque value

Oppose Votes

Company	Date		Resolution	Reason
Marshalls	13.05.20	13	Approve MIP	Overly complex structure delivering opaque value
IMI	07.05.20	2	Approve Remuneration Report	High base salaries; unjustified increase in CEO LTIP
		6	Re-elect Mr P Forster	Chair Remuneration Committee; poor oversight of pay
Phoenix Group Holdings	15.05.20	3	Approve Remuneration Policy	Significant increase in base salary and LTIP maximum
Prudential	13.05.20	2	Approve Remuneration Report	Excessive in aggregate; poor performance link
		3	Approve Remuneration Policy	Excessive in aggregate; poor performance link
		10	Re-elect Mr A Nightingale	Chair Remuneration Committee; Board has overpaid
		18	Re-appoint Auditors	No tender since 1999; no tender expected until 2023
Royal Dutch Shell	19.05.20	2	Approve Remuneration Policy	Excessive in aggregate; very poor performance link
		3	Approve Remuneration Report	Excessive in aggregate; very poor performance link
		8	Re-elect Mr N Carson	Chair Remuneration Committee; poor overall structure
Legal & General	21.05.20	17	Approve Remuneration Report	Excessive compensation for incoming CEO LGIM
Centrica	22.05.20	2	Approve Remuneration Repot	Maximum LTIP grant awarded despite torrid performance
		14	Authorise Political Expenditure	Mandate of £125,000 sought; breaches EIM limit
Sabre Insurance Group	21.05.20	11	Re-appoint Auditors	No tender since 2001; tender expected in 2023
Lloyds Banking Group	21.05.20	13	Re-elect Mr S Sinclair	Chair Remuneration Committee; poor structure
		15	Approve Remuneration Policy	Role based pay excessive awards; restricted share plan
		16	Approve Remuneration Report	Significant unjustified incoming awards of £4.7m to CFO
		18	Re-appoint Auditors	Excessive tenure since 1995; incumbent re-appointed

Oppose Votes

Company	Date		Resolution	Reason
Lloyds Banking Group	21.05.20	20	Approve LTIP	Restricted share plan; poor visibility on value derived
Mortgage Advice Bureau	26.05.20	10	Re-elect Mr D Preece	Connected director; former COO appointed as NED
Aviva	26.05.20	3	Approve Remuneration Report	Significant vesting at threshold; excessive LTIP awards
BP	27.05.20	2	Approve Remuneration Report	Poor performance link; highly excessive; over 600% paid
		3	Approve Remuneration Policy	Over 700% available; poor performance link & structure
		13	Re-elect Ms P Rospout-Reynolds	Chair Remuneration Committee; poor structure; excess
		17	Approve LTIP	LTIP is excessive at 500% salary; very poor structure
M&G Group	27.05.20	2	Approve Remuneration Report	Unjustified base salary increases; excessive in aggregate
		3	Approve Remuneration Policy	Awards of 500% salary available; excessive in aggregate
Fevertree Drinks	04.06.20	2	Approve Remuneration Report	Poor overall disclosure and performance transparency
		4	Re-elect Mr B Ronald	Chari; poor overall governance oversight
		7	Re-elect Ms C McConville	Chair Remuneration Committee; fee articles breached
		16	Director’s Fees	Increase to maximum fee cap is excessive
WPP	10.06.20	2	Approve Remuneration Report	Close to 500% awarded; poor performance link; excess
		3	Approve Remuneration Policy	Maximum opportunity remains grossly excessive at 650%
		7	Re-elect Ms J Whitbread	Chair Remuneration Committee; excessive in aggregate
		15	Re-appoint Auditors	No tender since 2002; tender expected in 2022
Morrison (Wm.) Supermarkets	11.06.20	2	Approve Remuneration Report	Significant vesting at threshold; poor performance link
		3	Approve Remuneration Policy	Variable pay tiered towards average performance; excess

Oppose Votes

Company	Date		Resolution	Reason
Informa	12.06.20	5	Re-elect Mr S Davidson	Chair Remuneration Committee; poor oversight
		12	Approve Remuneration Report	Over 420% salary awarded; significant vesting at median
		13	Approve Remuneration Policy	No reduction in pension payment; excessive in aggregate
		14	Re-appoint Auditors	Incumbent re-appointed in 2004; no tender until 2024
IP Group	18.06.20	2	Approve Remuneration Report	Significant vesting at threshold poor performance link
		21	Approve LTIP	Single performance hurdle; excessive; poor overall value
Middlefield Canadian Income	18.06.20	1	Re-elect Mr P Bisson	Non-independent NED; poor Board independence
Smart Metering Systems	23.06.20	2	Re-elect Mr G Bissett	Lead independent Director; retirement by rotation
3i Group	25.06.20	2	Approve Remuneration Report	Over 500% salary paid; excessive; performance link
		3	Approve Remuneration Policy	800% available; double dipping; poor performance link
		11	Re-elect Ms C McConville	Chair Remuneration Committee; poor structure; excess
		19	Approve Group Discretionary Plan	400% available; excessive in aggregate; weak hurdles
Tesco	26.06.20	2	Approve Remuneration Report	Excessive in aggregate; LTIP subject to manipulation
		9	Re-elect Mr B Grote	Chair Remuneration Committee; poor structure/excessive

Abstain Votes

Company	Date		Resolution	Reason
Global Data	21.04.20	8	Re-elect Mr P Harkness	Senior Independent Director; non-independent
Synectics	23.04.20	2	Approve Dividend	Resolution has been withdrawn; dividend cancelled
ITV	24.04.20	14	Re-appoint Auditors	Incumbent auditor in place for 17 years; tender completed
HSBC Holdings	24.04.20	20	Shareholder Resolution	Ongoing investor dispute over DB pension scheme
Elementis	29.04.20	7	Re-elect Ms D Deuring	Time concerns; potential over-boarding
TT Electronics	06.05.20	4	Approve Dividend	Dividend cancelled; resolution withdrawn
		6	Elect Mr N Carson	Resolution withdrawn
4Imprint Group	05.05.20	3	Approve Dividend	Dividend cancelled; resolution withdrawn
Synthomer	29.04.20	4	Approve Dividend	Dividend cancelled; resolution withdrawn
John Menzies	01.05.20	11	Re-appoint Auditors	Incumbent re-appointed; auditor likely to serve 25 years
		16	Amend Articles of Association	Increase borrowing powers; not in shareholder interests
Johnson Service Group	06.05.20	3	Approve Dividend	Dividend cancelled; resolution withdrawn
Reach	07.05.20	4	Approve Dividend	Dividend cancelled; resolution withdrawn
National Express Group	07.05.20	3	Approve Dividend	Dividend cancelled; resolution withdrawn
		5	Re-elect Mr M Ashley	Director resigned; resolution withdrawn
RSA Insurance Group	07.05.20	3	Approve Remuneration Report	Excessive recruitment package for CFO of c£1.5m
Provident Financial	07.05.20	2	Approve Remuneration Report	Ratcheting of base salary levels; inflated salary levels
Next	14.05.20	2	Approve Remuneration Policy	Increase in LTIP maximum; inadequate justification
Legal & General	21.05.20	16	Approve Remuneration Policy	Significant vesting at threshold; potentially excessive

Abstain Votes

Company	Date		Resolution	Reason
Lloyds Banking Group	21.05.20	17	Approve Dividend	Resolution has been withdrawn; dividend cancelled
Mortgage Advice Bureau	26.05.20	3	Approve Remuneration Report	Poor overall disclosure; insufficient data to assess value
Aviva	26.05.20	2	Approve Dividend	Resolution has been withdrawn; dividend cancelled
IP Group	18.06.20	10	Re-elect Mr H Chae	Chair Remuneration Committee; poor oversight
Middlefield Canadian Income	18.06.20	O2	Re-appoint Auditors	No tender for 14 years
Mears Group	29.06.20	5	Re-appoint Auditors	Incumbent auditor since 1996; no tender before 2022

The following votes were registered in support of management

Company	Date	Resolutions	Action
Porvair	21.04.20	14	For All Resolutions
Nottingham Building Society	22.04.20	11	For All Resolutions
Skipton Building Society	27.04.20	15	For All Resolutions
Coventry Building Society	23.04.20	14	For All Resolutions
Manchester Building Society	29.04.20	5	For All Resolutions
Greencoat UK Wind	30.04.20	14	For All Resolutions
James Fisher & Sons	30.04.20	17	For All Resolutions
4Imprint Group	05.05.20	14	For All Resolutions
The Renewables Infrastructure Group Limited	06.05.20	16	For All Resolutions
Informa (OGM)	02.05.20	1	For Resolution
John Laing Group	07.05.20	19	For All Resolutions
Tesco (EGM)	14.05.20	1	For Resolution
Diaceutics	19.05.20	12	For All Resolutions
Impax Environmental Markets	21.05.20	13	For All Resolutions
Spectris	22.05.20	18	For All Resolutions
RELX (EGM)	26.05.20	1	For Resolution
JTC Group	26.05.20	16	For All Resolutions
International Public Partnerships Ltd.	27.05.20	15	For All Resolutions

All proxies voted in support of management are voted in line with our Corporate Governance policy

The following votes were registered in support of management

Company	Date	Resolutions	Action
Pennon Group (EGM)	28.05.20	1	For Resolution
Arix Bioscience	04.06.20	13	For All Resolutions
REA Holdings	11.06.20	17	For All Resolutions
Horizon Discovery	18.06.20	9	For All Resolutions
Lamprell	25.06.20	17	For All Resolutions
Sumo Group	25.06.20	15	For All Resolutions
Keller	30.06.20	17	For All Resolutions
Diaceutics (OGM)	29.06.20	2	For All Resolutions

All proxies voted in support of management are voted in line with our Corporate Governance policy

FTSE 100 Board Diversity*

Company	Rank	%	Comment
RELX	14	40%	Increase on 2019; meets Hampton-Alexander diversity target of 33%
Taylor Wimpey	63	55%	Significantly ahead of Hampton Alexander target; increase on 2019
ITV	86	40%	No change on 2019; fully meets Hampton-Alexander diversity target
HSBC Holdings	3	36%	No change on 2019; fully meets Hampton-Alexander diversity target
British American Tobacco	8	30%	No change on 2019; close to meeting Hampton-Alexander diversity target
AstraZeneca	4	33%	Decrease on 2019 but continues to meet Hampton-Alexander target
Unilever	2	42%	Significantly ahead of Hampton Alexander target; increase on 2019
Schroders	49	36%	Significantly ahead of Hampton Alexander target; decrease on 2019
Royal Bank of Scotland	22	42%	Significantly ahead of Hampton Alexander target; increase on 2019
GSK	7	45%	Significantly ahead of Hampton Alexander target; no change on 2019
Standard Chartered	29	31%	Close to meeting Hampton-Alexander diversity target; slight decrease 2019
Barclays	19	30%	Close to meeting Hampton-Alexander diversity target; slight increase 2019
RSA Insurance Group	83	40%	Significantly ahead of Hampton Alexander target; no change on 2019
St James's Place	77	45%	Significantly ahead of Hampton Alexander target; large increase on 2019
Intercontinental Hotels Group	51	27%	Poor overall diversity; meets Davies 2015 diversity target; not close to 33%
Standard Life Aberdeen	64	45%	Significantly ahead of Hampton Alexander target; increase on 2019
Reckitt Benckiser	11	40%	Significantly ahead of Hampton Alexander target; increase on 2019
Rentokil Initial	50	50%	Significantly ahead of Hampton Alexander target; large increase on 2019
Direct Line Insurance Group	100	40%	Significantly ahead of Hampton Alexander target; no change on 2019

**Data correct at time of voting.*

FTSE 100 Board Diversity

Company	Rank	%	Comment
Phoenix Group Holdings	85	33%	No change on 2019; meets Hampton-Alexander diversity target
Prudential	16	29%	Significant increase on 2019; close to meeting Hampton-Alexander target
Royal Dutch Shell	1	42%	Modest decrease on 2019; significantly ahead of Hampton-Alexander target
Legal & General	31	36%	Modest increase on 2019; meets Hampton-Alexander diversity target
Centrica	94	33%	Significant increase on 2019; meets Hampton-Alexander diversity target
Lloyds Banking Group	12	30%	Close to meeting Hampton-Alexander diversity target; increase on 2019
Aviva	34	33%	Meets Hampton-Alexander diversity target; no change on 2019
BP	5	36%	Modest decrease on 2019; moderately ahead of Hampton-Alexander target
M&G Group	74	43%	Significantly ahead of Hampton-Alexander target; 1st report post de-merger
WPP	38	50%	Gender parity; significant increase on 2019; significantly ahead of target
Informa	46	30%	In line with 30% Club; close to meeting Hampton Alexander diversity target
3i Group	42	40%	Significant increase on 2019; meets Hampton-Alexander diversity target
Tesco	23	29%	Modest decrease on 2019; remains close to meeting Hampton-Alexander

FTSE 250 Board Diversity Identified for Engagement*

Company	Rank	%	Comment
Travis Perkins	115	22%	No improvement since 2017; poor diversity across company; OPPOSE
4Imprint Group	288	16%	First year of monitoring as a FTSE250 stock; poor diversity - MONITOR
Synthomer	231	22%	Engagement conducted; diversity improving - MONITOR
Morrison (Wm.) Supermarkets	107	25%	Diversity has been historically poor; meets Davies diversity target only

**Data correct at time of voting.*

UK Shareholder Resolutions Supported

Company	Resolution	Date
Barclays	Approve the company's commitment to climate change – Board proposal	07.05.20
	Phase out financing fossil fuel funding; publish targets – Requisitioned Resolution	07.05.20
Royal Dutch Shell	Set and publish targets reducing GHG emissions in line with the Paris Agreement	19.05.20

It is EdenTree Investment Management's policy to support Shareholder Resolutions where these appear reasonable and proportionate and in keeping with our general stance on ESG (environmental, social and governance) positives. Where they appear to mandate an unreasonable financial charge or represent narrow lobby interests we may exercise discretion to oppose or abstain.

Snapshot: Selected Outcomes April-June

Company	Resolution	EIM Action	For %	Oppose %
RELX	Approve Remuneration Policy (Binding)	OPPOSE	93%	7%
ITV	Approve Remuneration Policy (Binding)	OPPOSE	96%	4%
	Approve Remuneration Report (Advisory)	OPPOSE	92%	8%
HSBC Holdings	Approve Remuneration Report (Advisory)	OPPOSE	96%	4%
British American Tobacco	Approve Remuneration Report (Advisory)	OPPOSE	61%	39%
AstraZeneca	Approve Remuneration Report (Advisory)	OPPOSE	96%	4%
	Approve Remuneration Policy (Binding)	OPPOSE	94%	6%
GSK	Approve Remuneration Report (Advisory)	OPPOSE	94%	6%
	Approve Remuneration Policy (Binding)	OPPOSE	88%	12%
Standard Chartered	Approve Remuneration Report (Advisory)	OPPOSE	96%	4%
Barclays	Climate Change Resolution (Board Proposed)	FOR	99%	1%
	Climate Change Resolution (Shareholder Proposed)	FOR	23%	77%
Standard Life Aberdeen	Approve Remuneration Report (Advisory)	OPPOSE	98%	2%
	Approve Remuneration Policy (Binding)	OPPOSE	91%	9%
Prudential	Approve Remuneration Report (Advisory)	OPPOSE	96%	4%
	Approve Remuneration Policy (Binding)	OPPOSE	95%	5%
Lloyds Banking Group	Approve Remuneration Policy (Binding)	OPPOSE	63%	37%
M&G	Approve Remuneration Report (Advisory)	OPPOSE	90%	10%
Morrison (Wm.) Supermarkets	Approve Remuneration Policy (Binding)	OPPOSE	65%	35%
Tesco	Approve Remuneration Report (Advisory)	OPPOSE	335	67%

International Corporate Governance Report

Quarter to 30 June 2020

PROFIT WITH PRINCIPLES

International Key Events: Quarter to 30 June 2020

- The Japanese Stock Exchange has published a revised **Stewardship Code**. Based on a ‘comply or explain’ approach, the Code’s eight principles include approaches to engagement and promoting ‘sustainable growth’; so far 280 Japanese institutions have signed up
- The **McDonald’s** Board is under pressure to explain how its former CEO, dismissed for breaking the company’s strict policy on co-colleague relationships, has been allowed to leave ‘without cause’ thus allowing him to pick up an exit package of bonuses and options that could amount to $44m
- **Global lockdown** has significantly affected the global proxy season: At its height this year, 3,526 meetings had been held ‘virtually’ with no shareholders present compared with just 286 for the whole of 2019, whilst the number of cancelled and postponed meetings is running at over 2,300
- Global race protests have shone a spotlight on the lack of **racial diversity** within the Russell 3000 Index where just 4.1% of directors are identified as black – just 0.5% more than in 2008. Within the Fortune 500, Caucasian directors formed 83.9% of Board positions, with black, Hispanic and Asian making up the remaining 16.1% (2018)

International Proxy Voting: Quarter to 30 June 2020

	For	Oppose	Abstain	Total
Resolutions	**1,571**	**203**	**12**	**1,785**
%	88	11	1	100
Meetings				**126**
Markets Voted				**24**
Shareblocking				**2**

Reason for Action	Oppose	Abstain
Executive Compensation	**49**	**2**
Board Balance (Directors)	**78**	**0**
Shareholder Capital Issues	**25**	**2**
Other	**51**	**8**
Total	**203**	**12**

Meeting Region	No.
Europe[1]	63
USA/Canada	31
HK/Singapore	20
Japan	4
Asia – Other[2]	4
Australia/NZ	0
Emerging[3]	4
Total	**126**

1 Ex-UK (see separate report)
2 Malaysia, Thailand, Vietnam
3 Latin America/India/Africa/Israel/Offshore

Proxy voting statistics relate to all EdenTree client Funds under management, institutional, retail and charity, and therefore may include companies excluded on ethical grounds in the Amity Funds, but allowed elsewhere. At companies where shareblocking is exercised, it is our policy to take no action rather than waive our shareholder rights.

Oppose Votes

Company	Date		Resolution	Reason
Amiad Water Systems Ltd.	02.04.20	4	Issue Shares Pre-emptive Rights	Potential dilution; exceeds market best practice
Aptiv	23.04.20	4	Elect Mr R Gupta	Chair Nomination Committee; poor/insufficient diversity
AT&T Inc.	24.04.20	10	Elect Ms B Mooney	Chair Compensation Committee; below target awards
		11	Elect Mr M Rose	Chair Nomination Committee; poor/insufficient diversity
		14	Ratify Auditors	Excessive tenure; no tender for 21 years
		15	Executive Compensation	Poor performance link; below target awards; excessive
CRH Plc	23.04.20	3	Approve Remuneration Report	Excessive variable pay in aggregate; performance link
DBS Group Holdings Ltd	30.04.20	5	Elect Mr P Huat	Insufficient Audit Committee independence
		8	Elect Mr O Pheng	Beneficial owner on Audit Committee; independence
Healthpeak Properties Inc.	23.04.20	9	Executive Compensation	Poor performance link; excessive in aggregate
Royal KPN NV	15.04.20	5	Remuneration Report	Excessive variable pay in aggregate; performance link
Royal Philips	30.04.20	5	Remuneration Report	Excessive variable pay in aggregate; performance link
Pfizer Inc.	23.04.20	11	Elect Ms S Johnson	Chair Audit Committee; poor oversight of external audit
		14	Ratify Auditors	Excessive tenure; no tender for 78 years
		15	Executive Compensation	Poor performance link; below target awards; excessive
		16	Shareholder Resolution	Act by written consent; not in shareholder interests
		17	Shareholder Resolution	Proxy access; Articles provide sufficient protection
Prysmian S.p.A	28.04.20	8	Remuneration Report	Excessive in aggregate; poor transparency re: value
Rockwool International	01.04.20	19	Shareholder Resolution	Company provides sufficient information; excessive

Oppose Votes

Company	Date		Resolution	Reason
Sanofi	28.04.20	21	Remuneration of CEO	Combined opportunity is excessive; performance link
		22	Remuneration of Former CEO	Combined opportunity is excessive; performance link
Smurfit Kappa Group Plc	30,04.20	2	Remuneration Report	Combined opportunity is excessive; performance link
Valmont Industries	28.04.20	1.2	Elect Mr W Scott	Chair Audit Committee; poor oversight of external audit
		1.3	Elect Mr C Randt	Chair Nomination Committee; poor/insufficient diversity
		3	Ratify Auditors	Excessive tenure; no tender for 24 years
Vivendi	20.04.20	7	Elect Mr Y Bollore	Connected director; poor independence
		12	Compensation Board Chair	Non-executive compensation linked to performance
		14	Compensation Mr G Alix	Poor overall disclosure and performance value
Wolters Kluwer NV	23.04.20	5	Remuneration Report	Excessive variable pay in aggregate; performance link
Abbvie Inc.	08.05.20	3	Executive Compensation	Poor performance link; excessive in aggregate
		7	Shareholder Resolution	Proposal links compensation to drug pricing; lacks merit
American Express	05.05.20	15	Executive Compensation	Poor performance link; excessive in aggregate
		18	Shareholder Resolution	Gender and racial equity pay reporting; poor rationale
Autoliv Inc.	07.05.20	2	Elect Mr J Carlson	Time concerns; serves on too many Boards
		4	Elect Mr L Johansson	Chair Nomination Committee; poor/insufficient diversity
		12	Ratify Auditors	Excessive tenure; no tender for 36 years
BillerudKorsnas AB	05.05.20	17	Elect Mr M Kaufmann	Less than 75% attendance; time concerns
		21	Elect Mr J Svensson	Time concerns; serves on too many Boards

Oppose Votes

Company	Date		Resolution	Reason
BillerudKorsnas AB	05.05.20	22	Elect Chair/Vice Chair	Lees than 75% attendance; time concerns
		29	Shareholder Resolution	Abolish voting differentiation; management decision
		30	Shareholder Resolution	Representation small shareholders; safeguards in place
Carrefour	29.05.20	11	Remuneration Chair/CEO	Poor structure and performance link; short vesting period
Cerner Corp.	22.05.20	4	Ratify Auditors	Excessive tenure; no tender for 37 years
		5	Executive Compensation	Poor performance link; excessive in aggregate
China Mobile	20.05.20	6	Elect Mr P Yiu	Chair Nomination Committee; poor/insufficient diversity
		10	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		11	Issue Repurchased Shares	Issue price discount not disclosed; potentially dilutive
China Oilfield Services	28.05.20	8	Elect Mr L Boqiang	Chair Nomination Committee; poor/insufficient diversity
		9	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
China Petroleum & Chemical Corp.	19.05.20	10	Issue Debt Finance Instruments	Grants unfettered discretion to issue debt instruments
		11	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
China Shineway Pharmaceutical Grp.	29.05.20	4	Elect Mr L Zhenjiang	Insufficient Board independence; no lead independent
		5	Elect Mr X Yunxia	Connected director on remuneration committee
		8	Appoint Auditors & Set Fees	Excessive tenure; no tender for 16 years
Commerzbank AG	13.05.20	7	Elect Ms J Donges	Non-independent NED; insufficient Board independence
		8	Elect Mr F Czichowski	Non-independent NED; insufficient Board independence
		9	Management Remuneration	Poor overall transparency; poor performance visibility

Oppose Votes

Company	Date		Resolution	Reason
Crescent Point Energy Corp.	14.05.20	12	Appoint Auditor and Set Fees	Excessive tenure; no tender for 17 years
		16	Executive Compensation	Poor performance link; excessive in aggregate
Dah Sing Banking Group Ltd.	29.05.20	5	Elect Mr D Wong	Connected director on remuneration committee
		7	Elect Mr C Seng-Lee	Chair Nomination Committee; poor/insufficient diversity
		10	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		11	Grant Share Options	Contains change of control anti takeover device
Dream International	15.05.20	5	Elect Mr K Sick	Less than 75% attendance; time concerns
		7	Elect Mr C Yoo	Less than 75% attendance; time concerns
		10	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		12	Issue Repurchased Shares	Issue price discount not disclosed; potentially dilutive
Enel SpA	14.05.20	16	Remuneration Report	Poor performance link; excessive in aggregate
Engie	14.05.20	13	Re-appoint Auditors	Excessive tenure; no tender for 25 years
Fenix Outdoor International AG	07.05.20	8	Elect Mr U Gustaffson	Connected/affiliated director; poor overall independence
		11	Elect Ms S Nordin	Connected/affiliated director; poor overall independence
		13	Elect Mr M Nordin as Chair	Connected/affiliated director; poor overall independence
		14	Mr U Gustaffson Comp. Cttee.	Connected/affiliated director; poor overall independence
		15	Ms S Nordin Comp. Cttee	Connected/affiliated director; poor overall independence
General Electric Co.	05.05.20	6	Elect Mr T Hortin	Chair Compensation Committee; gross excess awarded
		12	Executive Compensation	Poor performance link; grossly excessive in aggregate

Oppose Votes

Company	Date		Resolution	Reason
General Electric Co.	05.05.20	13	Ratify Auditors	Excessive tenure; no tender for 111 years
Greatview Aseptic Packaging Co.	25.05.20	5	Elect Mr P Kai	Time concerns; serves on too many Boards
		6	Elect Mr A Leuth	Chair Audit Committee; insufficient number of meetings
		10	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		12	Issue Repurchased Shares	Issue price discount not disclosed; potentially dilutive
Hawaiian Electric Industries Inc.	05.05.20	2	Executive Compensation	Poor performance link; excessive in aggregate
Imerys	04.05.20	9	Remuneration Policy	Highly excessive variable pay; poor performance link
		12	Remuneration Former CEO	Highly excessive variable pay; poor performance link
		28	Amend Articles	Bundled resolution; not in shareholder interests
IPG Photonics Corp.	28.05.20	1.7	Elect Mr E Meurice	Chair Nomination Committee; poor/insufficient diversity
		3	Ratify Auditors	Excessive tenure; no tender for 21 years
Jardine Strategic Holdings Ltd.	07.05.20	3	Elect Mr D Hsu	Connected/affiliated director; poor overall independence
		4	Elect Mr A Keswick	Connected/affiliated director; poor overall independence
		5	Elect Mr L Kuen	Connected/affiliated director; poor overall independence
Kemira Oyj	05.05.20	16	Authority to Set Auditor Fees	Excessive non-audit fees without proper justification
Merck & Co. Inc.	26.05.20	14	Executive Compensation	Highly excessive variable pay; poor performance link
		15	Ratify Auditors	Excessive tenure; no tender for 18 years
		16	Shareholder Resolution	Consent to Act by written Consent; protection sufficient
		17	Shareholder Resolution	Report on tax savings; proposal has poor rationale

Oppose Votes

Company	Date		Resolution	Reason
Merck KGAA	28.05.20	9	Appointment of Auditor	Excessive tenure; no tender for 25 years
Minth Group Ltd.	28.05.20	9	Elect Mr W Lung	Chair Audit Committee; insufficient number of meetings
		17	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		19	Issue Repurchased Shares	Issue price discount not disclosed; potentially dilutive
Mohawk Industries Inc.	21.05.20	2	Elect Mr J Loberbaum	Combined Chair & CEO; very poor Board governance
		3	Ratify Auditors	Excessive tenure; no tender for 21 years
Nokia Corp.	27.05.20	21	Shareholder Resolution	Reduce Board size; age restriction; poor rationale
NV Bekaert NV (EGM)	13.05.20	6	Repurchase Shares; Takeover	Anti-takeover device; not in shareholder interests
		8	Treasury Shares; Takeover	Anti-takeover device; not in shareholder interests
		9	Increase Authorised Capital	Potential dilution; not in shareholder interests
		10	Increase Authorised Capital T/O	Anti-takeover device; not in shareholder interests
NV Bekaert NV (AGM)	13.05.20	5	Remuneration Report	Highly excessive variable pay; poor performance link
		7	Ratify Board Acts	Board has failed to respond to shareholder dissent
		12	Elect Mr C van Merlen	Connected/affiliated director; poor overall independence
		13	Elect Ms E van de Welle D.G	Non independent; disproportionate representation
		14	Elect Mr H Velge	Non independent; disproportionate representation
		17	Board and Chari Fees	Board has failed to respond to shareholder dissent
NXP Semiconductors NV	27.05.20	6	Elect Mr J Kaeser	Time concerns; serves on too many Boards
Orange	19.05.20	29	Shareholder Resolution	Repurchase shares; proposal has poor rationale

Oppose Votes

Company	Date		Resolution	Reason
Orange	19.05.20	30	Shareholder Resolution	Limit on Board memberships; poor rationale
		31	Shareholder Resolution	Equity plan metrics; ; proposal has poor rationale
		32	Shareholder Resolution	Employee share plan; ; proposal has poor rationale
Oversea-Chinese Banking Corp.	18.05.20	2	Elect Mr O Kuang	Non-independent NED; insufficient Board Independence
		4	Elect Mr W Yeow	Chair Nomination Committee; poor/insufficient diversity
		5	Elect Mr K Seng	Connected director; poor overall Board independence
		8	Compensation in Cash	Compensation policy not in shareholder interests
PayPal Holdings Inc.	21.05.20	12	Executive Compensation	Excessive variable compensation; poor performance link
		13	Ratify Auditors	Excessive tenure; no tender for 20 years
Publicis Groupe SA	27.05.20	10	Remuneration Policy; Chair	Insufficient justification for excessive awards
		15	Remuneration Report; Chair	Insufficient justification for excessive awards
SAP SE	20.05.20	5	Appointment of Auditor	Excessive tenure; no tender for 18 years
Suez	12.05.20	10	Elect Mr I Casas	Less than 75% attendance; time concerns
Swedbank AB	28.05.20	7	Shareholder Resolution	Restrict journalists to the AGM; poor rationale
		8	Shareholder Resolution	Present documents; proposal has poor rationale
		32	Elect Ms B Bonneson	Director under investigation money laundering enquiry
		61	Shareholder Resolution	Abolish voting differentiation; proposal has poor rationale
		62	Shareholder Resolution	Representation of small shareholders; poor rationale
		63	Shareholder Resolution	Special oversight of Auditor actions; poor justification

Oppose Votes

Company	Date		Resolution	Reason
Talanx AG	07.05.20	7	Allocate Profits/Dividends	Proposal is against German regulatory advice
Trimble Inc.	27.05.20	1.2	Elect Mr B Eholm	Time concerns; serves on too many Boards
		2	Executive Compensation	Highly excessive variable pay; poor performance link
		3	Ratify Auditors	Excessive tenure; no tender for 34 years
		4	Amend 2002 Stock Plan	Excessive individually and in aggregate; poor structure
Trinity Ltd.	28.05.20	9	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		11	Issue Repurchased Shares	Issue price discount not disclosed; potentially dilutive
		12	Adopt Share Option Plan	Poor disclosure; plan not in shareholder interests
Union Pacific Corp.	14.05.20	7	Elect Mr M McCarthy	Chair Nomination Committee; poor/insufficient diversity
		12	Ratify Auditors	Excessive tenure; no tender for 53 years
		13	Executive Compensation	Poor performance link; grossly excessive in aggregate
Veoneer Inc.	06.05.20	3	Elect Mr W Ziebart	Chair Nomination Committee; poor/insufficient diversity
Xylem Inc.	13.05.20	3	Elect Mr R Friel	Chair Nomination Committee; poor/insufficient diversity
		12	Executive Compensation	Poor performance link; grossly excessive in aggregate
Zimmer Biomet Holdings Inc.	08.05.20	5	Elect Mr L Glasscock	Non-independent NED; Audit Committee independence
		6	Elect Mr R Hagemann	Non-independent NED; Audit Committee independence
		12	Ratify Auditors	Excessive tenure; no tender for 20 years
		13	Executive Compensation	Very poor alignment between pay and performance
Zoetis Inc.	20.05.20	5	Executive Compensation	Excessive variable pay; poor performance link

Oppose Votes

Company	Date		Resolution	Reason
Alphabet	03.06.20	1.4	Elect Mr J Henessy	Chair Nomination Committee; poor/insufficient diversity
		1.6	Elect Mr J Doerr	Connected director on compensation committee
		1.8	Elect Ms A Mather	Non-independent Non executive; poor independence
		1.9	Elect Mr A mulally	Less than 75% attendance; time concerns
		1.10	Elect Mr K Shirmam	Chair Compensation Committee; grossly excessive
		2	Ratify Auditors	Excessive tenure; no tender for 21 years
		3	Amend 2012 Stock Plan	Highly excessive awards; poor structure/performance
		4	Executive Compensation	Grossly excessive; $250m awarded to CEO
Arcelor Mittal SA	13.06.20	6	Remuneration Report	Excessive in aggregate; poor performance link
Booking Holdings Inc.	04.06.20	1.4	Elect Ms M Graddick-Weir	Chair Compensation Committee; guaranteed bonuses
		2	Executive Compensation	Guaranteed bonuses awarded; grossly excessive
		3	Ratify Auditors	Excessive tenure; no tender for 23 years
China Oriental Group Co.	05.06.20	5	Elect Mr F Chung	Time concerns serves on too many Boards
		10	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		12	Issue Repurchased Shares	Issue price discount not disclosed; potentially dilutive
Compagnie de Saint Gobain SA	04.06.20	11	Remuneration of Chair/CEO	Excessive in aggregate; poor performance link
Deutsche Telekon AG	19.06.20	10	Appointment of Auditor	Excessive tenure; no tender for 24 years
		13	Appoint Auditor (Interim)	Excessive tenure; no tender for 24 years
Hannon Armstrong Sustainable Cap.	04.06.20	2	Ratify Auditors	Excessive tenure; no tender for 37 years

Oppose Votes

Company	Date		Resolution	Reason
Hop Fung Group Holdings	08.06.20	10	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		11	Issue Repurchased Shares	Issue price discount not disclosed; potentially dilutive
		12	Refresh Share Option Scheme	Excessive and unjustified range of participants
Huaneng Power International Inc.	16.06.20	11	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		22	Elect Mr G Hongbo	Less than 75% attendance; time concerns
		26	Elect Mr L Jizhen	Chair Nomination Committee; poor/insufficient diversity
		32	Elect Mr M Xuan	Non-independent NED; insufficient Board independence
Kowloon Development Co. Ltd.	10.06.20	4	Elect Mr L Fai	Connected director on compensation committee
		7	Elect Mr A Sing	Chair Audit Committee; poor overall audit oversight
		10	Issues Shares W/O pre-emption	Excessive issuance; potentially highly dilutive
		12	Issue Repurchased Shares	Issue price discount not disclosed; potentially dilutive
Nintendo Co. Ltd.	26.06.20	8	Elect Mr N Noguchi	Poor Audit Committee independence
PetroChina Co. Ltd.	11.06.20	8	Appointment of Auditor	Excessive non-audit fees; poor transparency
		10	Elect Mr L Yuezhen	Beneficial owner on Audit Committee; independence
		11	Elect Mr D Liangwei	Less than 75% attendance; time concerns
		13	Elect Ms E Sei	Less than 75% attendance; time concerns
		20	Elect Mr Z Fengshan	Supervisory directors insufficiently independent
		21	Elect Mr J Lifu	Supervisory directors insufficiently independent
		22	Elect Mr L Yaozhong	Supervisory directors insufficiently independent

Oppose Votes

Company	Date		Resolution	Reason
PetroChina Co. Ltd.	11.06.20	26	Issue A or H Shares	Excessive issuance; potentially highly dilutive
Public Bank Bhd	29.06.20	3	Elect Mr T Chew	Chair Compensation Committee; excessive in aggregate
		6	Director Benefits	Compensation excessive in aggregate
Randstad NV	18.06.20	4	Remuneration Report	Compensation excessive in aggregate
Rexel SA	25.06.20	13	CEO Remuneration	Compensation excessive in aggregate
Salesforce.com Inc.	11.06.20	4	Elect Mr A Hassenfield	Non-independent non executive on Audit Committee
		7	Elect Mr S Robertson	Non-independent non executive on Audit Committee
		12	Amend Equity Incentive Plan	Excessive dilution; compensation already excessive
		14	Ratify Auditors	Excessive tenure; no tender for 18 years
		15	Executive Compensation	Poor alignment between pay and performance; excess
Sekisui Jushi Corporation	25.06.20	9	Elect Mr Y Inaba	Statutory auditor Board is insufficiently independent
Sumitomo Mitsui Financial Group Ltd.	26.06.20	15	Elect Mr Y Tsutsui	Chair Nomination Committee; poor/insufficient diversity
Telefonica SA	11.06.20	20	Remuneration Report	Excessive in aggregate; poor performance link

Abstain Votes

Company	Date		Resolution	Reason
AT&T Inc.	24.04.20	17	Shareholder Resolution	Appoint Employee Director – proposal may have merit
Bayer AG	28.04.20	7	Ratify Management Board Acts	Ongoing legal proceedings likely to overwhelm the Board
Federal Signal Inc.	21.04.20	2	Executive Compensation	Poor performance link; not viewed as excessive overall
MW Japan Fund Plc	23.04.20	1	Appoint Auditors	Insufficient information provided to take a view
		2	Authority to Set Auditors Fees	Insufficient information provided to take a view
Prysmian S.p.A	28.04.20	5	Repurchase and Reissue Shares	Proposal withdrawn
Smurfit Kappa Group Plc	30.04.20	3	Final Dividend	Proposal withdrawn
Valmont Industries Inc.	28.04.20	2	Executive Compensation	Poor performance link; not viewed as excessive overall
Fenix Outdoor International AG	07.05.20	17	Appoint Auditors	Insufficient information provided to take a view
PayPal Holdings Inc.	21.05.20	15	Shareholder Resolution	Incorporating human rights; sufficient disclosed; has merit
Alphabet	03.06.20	8	Shareholder Resolution	Bylaw amendments; proposal may have merit
Salesforce.com Inc.	11.06.20	16	Shareholder Resolution	Act by written consent; strengthens existing safeguards

The following votes were registered in support of management

Company	Country	Date	Resolutions	Action
AIB Group	Ireland	29.04.20	23	For All Resolutions
Banco Santander SA	Spain	02.04.20	28	For All Resolutions
BBGI SICAV SA	Luxembourg	30.04.20	14	For All Resolutions
Covivio SA	France	22.04.20	28	For All Resolutions
Fugro NV	Netherlands	30.04.20	13	For All Resolutions
Greencoat Renewables	Ireland	29.04.20	12	For All Resolutions
ING Groep NV	Netherlands	28.04.20	13	For All Resolutions
Mercialys	France	23.04.20	21	For All Resolutions
Munich RE	Germany	29.04.20	16	For All Resolutions
PostNL NV	Netherlands	14.04.20	13	For All Resolutions
Schneider Electric SE	France	23.04.20	22	For All Resolutions
Solvay SA	Belgium	03.04.20	4	For All Resolutions
Veolia Environnment	France	22.04.20	26	For All Resolutions
Allianz SE	Germany	06.05.20	4	For All Resolutions
ASR-Nederland NV	Netherlands	20.05.20	8	For All Resolutions
Bank of Ireland Group Plc	Ireland	19.05.20	24	For All Resolutions
China Oilfield Services (EGM)	China	28.05.20	1	For Resolution
Hugo Boss AG	Germany	27.05.20	14	For All Resolutions
Krones AG	Germany	18.05.20	5	For All Resolutions

All proxies voted in support of management are voted in line with our corporate governance policy

The following votes were registered in support of management

Company	Country	Date	Resolutions	Action
Mersen	France	14.05.20	24	For All Resolutions
Societe Generale SA	France	19.05.20	32	For All Resolutions
Solvay SA	Belgium	12.05.20	11	For All Resolutions
Telefonica Deutschland Holding AG	Germany	20.05.20	10	For All Resolutions
Verra Mobility Corp.	United States	26.05.20	6	For All Resolutions
ARA LOGOS Logistics Trust	Singapore	03.06.20	3	For All Resolutions
Autolus Therapeutics	United States	18.06.20	5	For All Resolutions
BASF SE	Germany	18.06.20	9	For All Resolutions
Chroma Ate	Taiwan	10.06.20	12	For All Resolutions
Danone	France	26.06.20	21	For All Resolutions
HI-P International	Singapore	15.06.20	9	For All Resolutions
Husqvama AB	Sweden	26.06.20	28	For All Resolutions
HI-P International (EGM)	Singapore	15.06.20	2	For All Resolutions
K-Philips NV	Netherlands	26.06.20	1	For Resolution
Michelin CGDE-B	France	23.06.20	27	For All Resolutions
Sony Corporation	Japan	26.06.20	14	For All Resolutions
Sporton International Inc.	Taiwan	12.06.20	4	For All Resolutions
Suntec Real Estate Investment Trust	Singapore	16.06.20	4	For All Resolutions
Taiwan Semiconductor Manufacturing	Taiwan	09.06.20	3	For All Resolutions

The following votes were registered in support of management

Company	Country	Date	Resolutions	Action
Welbe Inc.	United States	26.06.20	7	For All Resolutions

Shareblocked Meetings

Company	Country	Resolutions	Date
Borregaard ASA	Norway	22	15.06.20
Yara International ASA	Norway	13	07.05.20

Global Shareholder Resolutions Supported

Company	Resolution	Date
AT&T Inc.	Appoint independent Board Chair; we strongly endorse the separation of Chair and CEO	20.04.20
	Improve Group guidelines on executive compensation; improved transparency welcome	
Pfizer Inc.	Publish lobbying report; improved transparency on lobbying activity would be welcome	23.04.20
	Appoint independent Board Chair; we strongly endorse the separation of Chair and CEO	
	Publish gender pay equality report; improved transparency on gender pay gap welcome	
Abbvie Inc.	Publish lobbying report; improved transparency on lobbying activity would be welcome	08.05.20
	Appoint independent Board Chair; we strongly endorse the separation of Chair and CEO	05.05.20
American Express Co.	Amend Articles to afford right to act by written consent between meetings – has merit	
General Electric Co.	Appoint independent Board Chair; we strongly endorse the separation of Chair and CEO	05.05.20
IPG Photonics Corp.	Publish a management of diversity report; given poor disclosure, proposal has strong merit	28.05.20
PayPal Holdings Corp.	Amend Articles to allow shareholders to act by written consent; empowers shareholders	21.05.20
Union Pacific Corp.	Appoint independent Board Chair; we strongly endorse the separation of Chair and CEO	14.05.20
	Publish a report on plans to reduce total contribution to climate change; proposal welcome	
Xylem Inc.	Amend Articles to afford right to call special meetings; would empower shareholders	13.05.20
Alphabet Inc.	Recapitalisation – proposal has merit	03.06.20
	Report on use of contractual provisions requiring arbitration in employment-related claims	
	Establish Human Rights Risk Oversight Committee –proposal necessary and welcome	

It is EdenTree Investment Management's policy to support Shareholder Resolutions where these appear reasonable and proportionate and in keeping with our general stance on ESG (environmental, social and governance) positives. Where they appear to mandate an unreasonable financial charge or represent narrow lobby interests we may exercise discretion to oppose or abstain.

Global Shareholder Resolutions Supported

Company	Resolution	Date
Alphabet Inc.	Link Executive Pay to key sustainability indicators – proposal welcome	03.06.20
	Publish report on Government ‘take-down’ requests – improves transparency	
	Majority vote for election of directors – proposal necessary and welcome	
	Publish median gender and racial equality pay report – improves transparency	
	Improve Board diversity to increase human rights expertise at Board level – has strong merit	
	Report on whistle-blower policies – improves transparency	
Booking Holdings Inc.	Amend Articles to afford right to act by written consent between meetings – has merit	04.06.20

Non-voted Meeting

Company	Country	Date	Resolutions	Reason
Insight Liquidity Funds	Ireland	29.06.20	4	Ballot information received too late to instruct

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