

VOTE SUMMARY REPORT

Date range covered : 01/01/2024 to 03/31/2024

Accenture plc

Meeting Date: 01/31/2024

Country: Ireland

Ticker: ACN

Record Date: 12/04/2023

Meeting Type: Annual

Primary Security ID: G1151C101

Primary ISIN: IE00B4BNMY34

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Jaime Ardila	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1b	Elect Director Martin Bruder Muller	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1c	Elect Director Alan Jope	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1d	Elect Director Nancy McKinstry	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1e	Elect Director Beth E. Mooney	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1f	Elect Director Gilles C. Pelisson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1g	Elect Director Paula A. Price	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1h	Elect Director Venkata (Murthy) Renduchintala	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1i	Elect Director Arun Sarin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1j	Elect Director Julie Sweet	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
1k	Elect Director Tracey T. Travis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the directors is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. While shareholders would benefit from more substantial disclosure of goal definition, CEO pay and company performance are reasonably aligned at this time.</i>			
3	Amend Omnibus Stock Plan	Mgmt	For	For
	<i>Additional Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>			

Accenture plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Amend Nonqualified Employee Stock Purchase Plan	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The plan is broad based.</i>				
5	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.76 percent of the fees paid to the auditor are for non-audit purposes.</i>				
6	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i>				
7	Authorize Board to Opt-Out of Statutory Pre-Emption Rights	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i>				
8	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.</i>				

Becton, Dickinson and Company

Meeting Date: 01/23/2024 **Country:** USA **Ticker:** BDX
Record Date: 12/04/2023 **Meeting Type:** Annual
Primary Security ID: 075887109 **Primary ISIN:** US0758871091

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director William M. Brown	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.2	Elect Director Catherine M. Burzik	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.3	Elect Director Carrie L. Byington	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.4	Elect Director R. Andrew Eckert	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

Becton, Dickinson and Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.5	Elect Director Claire M. Fraser	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Jeffrey W. Henderson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Christopher Jones	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Thomas E. Polen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Timothy M. Ring	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Bertram L. Scott	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.11	Elect Director Joanne Waldstreicher	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William (Bill) Brown, Catherine (Cathy) Burzik, Claire Fraser, and Christopher (Chris) Jones is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 8.79 percent of the fees paid to the auditor are for non-audit purposes.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.</i>			

Carl Zeiss Meditec AG

Meeting Date: 03/21/2024

Country: Germany

Ticker: AFX

Record Date: 02/28/2024

Meeting Type: Annual

Primary Security ID: D14895102

Primary ISIN: DE0005313704

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2022/23 (Non-Voting)	Mgmt		

Carl Zeiss Meditec AG

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<i>Additional Policy Rationale: This is a non-voting item.</i>			
2	Approve Allocation of Income and Dividends of EUR 1.10 per Share	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>			
3	Approve Discharge of Management Board for Fiscal Year 2022/23	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
4	Approve Discharge of Supervisory Board for Fiscal Year 2022/23	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2023/24	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>			
6	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the proposed share repurchase program is warranted because this is a standard request in Germany.</i>			
7	Amend Articles Re: Proof of Entitlement	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the proposed article amendment is warranted because it reflects amendments in line with new German statutory requirements.</i>			
8	Elect Stefan Mueller to the Supervisory Board	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the non-independent nominee, Stefan Mueller, is warranted because of the failure to establish a sufficiently independent board. A vote AGAINST Stefan Mueller is further warranted because the proposed term of office exceeds four years.</i>			
9	Approve Remuneration Report	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the remuneration report is warranted because: * Disclosure practices continue to deviate from common market practice and SRD II regarding the years assessed in the report (the company is reporting on variable pay for FY21/22 instead of FY22/23). * There are insufficient ex-post disclosures to explain performance achievements underlying variable payouts. * There is a lack of a direct response to shareholder dissent on the prior remuneration report and policy votes at last year's AGM. * One former executive received a EUR 1.87 million severance payment, which is higher than the value reported last year, and also despite the fact that he left the company at his own request.</i>			

Catalent, Inc.

Meeting Date: 01/25/2024

Country: USA

Ticker: CTLT

Record Date: 12/04/2023

Meeting Type: Annual

Primary Security ID: 148806102

Primary ISIN: US1488061029

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Michael J. Barber	Mgmt	For	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Steven K. Barg	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director J. Martin Carroll	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Rolf Classon	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Frank A. D'Amelio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director John J. Greisch	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Gregory T. Lucier	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Alessandro Maselli	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Donald E. Morel, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Stephanie Okey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Michelle R. Ryan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Jack Stahl	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Barber, J. Martin (Marty) Carroll, and Rolf Classon is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Catalent, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.40 percent of the fees paid to the auditor are for non-audit purposes.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are predominantly based on preset financial goals, and long-term incentives are targeted to be half performance-based.</i>			
4	Amend Omnibus Stock Plan	Mgmt	For	For
	<i>Additional Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>			

CGI Inc.

Meeting Date: 01/31/2024 **Country:** Canada **Ticker:** GIB.A
Record Date: 12/04/2023 **Meeting Type:** Annual
Primary Security ID: 12532H104 **Primary ISIN:** CA12532H1047

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	Meeting for Class A Subordinate Voting and Class B Shares	Mgmt		
1.1	Elect Director Sophie Brochu	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.2	Elect Director George A. Cope	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.3	Elect Director Jacynthe Cote	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.4	Elect Director Julie Godin	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.5	Elect Director Serge Godin	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.6	Elect Director Andre Imbeau	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.7	Elect Director Gilles Labbe	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.8	Elect Director Michael B. Pedersen	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.9	Elect Director Stephen S. Poloz	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.10	Elect Director Mary G. Powell	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.11	Elect Director Alison C. Reed	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.12	Elect Director Michael E. Roach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.13	Elect Director George D. Schindler	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.14	Elect Director Kathy N. Waller	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
1.15	Elect Director Frank Witter	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members George Cope, Michael (Mike) Pedersen, and Mary Powell for lack of diversity on the board. Votes FOR the other proposed nominees are warranted.</i>			
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.98 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
	Shareholder Proposals	Mgmt		
3	SP 1: Approve Incentive Compensation Relating to ESG Goals	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this shareholder proposal is warranted at this time. A vast majority of the company's employees are also CGI shareholders through the Share Purchase Program. This intrinsically links employees to the company's performance, which depends in part on the effective management of ESG risks and achievement of ESG goals. In its 2022 ESG Report, the company has disclosed its ESG goals and progress made towards them. In addition, the company has a clear and robust oversight structure for ESG governance. While tying a portion of all employees compensation to ESG goals may further enhance company performance, based on the company's ESG disclosure, employee interests appear to be sufficiently aligned with company performance. In addition, some employees may have limited influence over ESG metrics and performance due to the nature of their specific roles and responsibilities, making it difficult to link and track compensation with ESG metrics for all employees. In light of the above, the proponent's request appears to be overly prescriptive.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	SP 2: Approve In-person Annual Shareholder Meetings with Complementary Virtual Meetings	SH	Against	For
<p><i>Additional Policy Rationale: Vote FOR this shareholder proposal. The board has highlighted in its response benefits of virtual participation: time and cost-savings, along with expanded participation for a global investor base. While many investors recognize the potential benefits of enabling participation at shareholder meetings via electronic means as a potential enhancement to shareholder rights, especially when combined with a physical meeting, they also raise concerns about moves to eliminate physical shareholder meetings, arguing that virtual-only meetings may hinder meaningful exchanges between management and shareholders, enable management to avoid uncomfortable questions, increase the likelihood of marginalizing certain shareholders, and contribute to an erosion of shareholder rights. In addition, compelling investor feedback indicates that a significant majority of shareholders want to retain the ability to attend shareholder meetings in person, even if in a given year they elect to participate only virtually. While shareholders agree with the purported benefits of virtual meetings as highlighted by the board, they believe those benefits should be combined with the option to participate in person, as such "hybrid" meetings would mitigate corporate governance concerns related to virtual-only meetings, while also maximizing attendance and participation. In light of the fact that the COVID-19 public health emergency was declared to have ended in May 2023, the company has not provided compelling reasons for continuing to hold virtual-only shareholder meetings. In the absence of any other extenuating circumstances preventing the company from holding an in-person meeting, a vote FOR the proponent's request is warranted at this time.</i></p>				

D.R. Horton, Inc.

Meeting Date: 01/17/2024	Country: USA	Ticker: DHI
Record Date: 11/30/2023	Meeting Type: Annual	
Primary Security ID: 23331A109		Primary ISIN: US23331A1097
Additional Policy: SRI		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Donald R. Horton	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Benjamin Carson Sr., Barbara Allen and Michael Buchanan is warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>				
1b	Elect Director Barbara K. Allen	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Benjamin Carson Sr., Barbara Allen and Michael Buchanan is warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>				
1c	Elect Director Brad S. Anderson	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Benjamin Carson Sr., Barbara Allen and Michael Buchanan is warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>				
1d	Elect Director David V. Auld	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Benjamin Carson Sr., Barbara Allen and Michael Buchanan is warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>				
1e	Elect Director Michael R. Buchanan	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Benjamin Carson Sr., Barbara Allen and Michael Buchanan is warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>				

D.R. Horton, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1f	Elect Director Benjamin S. Carson, Sr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Benjamin Carson Sr., Barbara Allen and Michael Buchanan is warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i>			
1g	Elect Director Maribess L. Miller	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Benjamin Carson Sr., Barbara Allen and Michael Buchanan is warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i>			
1h	Elect Director Paul J. Romanowski	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Benjamin Carson Sr., Barbara Allen and Michael Buchanan is warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * High CEO pay relative to company performance compared to the company's peers; * High CEO pay in relation to company peer group CEO median pay levels.</i>			
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	<i>Additional Policy Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.</i>			
4	Approve Omnibus Stock Plan	Mgmt	For	For
	<i>Additional Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>			
5	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			

Intuit Inc.

Meeting Date: 01/18/2024

Country: USA

Ticker: INTU

Record Date: 11/20/2023

Meeting Type: Annual

Primary Security ID: 461202103

Primary ISIN: US4612021034

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Eve Burton	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Scott D. Cook	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director Richard L. Dalzell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Sasan K. Goodarzi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Deborah Liu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Tekedra Mawakana	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Suzanne Nora Johnson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Ryan Roslansky	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Thomas Szkutak	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Raul Vazquez	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Eric S. Yuan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Suzanne Nora Johnson, Eve Burton, Tekedra Mawakana, and Thomas (Tom) Szkutak is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and half of the long-term incentive award is performance-based. In addition, long-term performance shares utilize a three-year measurement period and payouts are generally capped at target for negative absolute TSR performance.</i>			
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
	<i>Additional Policy Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.</i>			
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.81 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Intuit Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
5	Amend Omnibus Stock Plan	Mgmt	For	For
<i>Additional Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>				
6	Report on Climate Risk in Retirement Plan Options	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>				

Kobe Bussan Co., Ltd.

Meeting Date: 01/30/2024 **Country:** Japan **Ticker:** 3038
Record Date: 10/31/2023 **Meeting Type:** Annual
Primary Security ID: J3478K102 **Primary ISIN:** JP3291200008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Numata, Hirokazu	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management bears responsibility for the firm's board composition at the company with an audit committee structure which will not include at least one-third outsiders.</i>				
1.2	Elect Director Tanaka, Yasuhiro	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.3	Elect Director Kido, Yasuharu	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.4	Elect Director Asami, Kazuo	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.5	Elect Director Nishida, Satoshi	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.6	Elect Director Watanabe, Akihito	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.1	Elect Director and Audit Committee Member Masada, Koichi	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.2	Elect Director and Audit Committee Member Ieki, Takeshi	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * This outside director candidate who will be an audit committee member lacks independence.</i>				

Kobe Bussan Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.3	Elect Director and Audit Committee Member Nomura, Sachiko	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

Visa Inc.

Meeting Date: 01/23/2024	Country: USA	Ticker: V
Record Date: 11/24/2023	Meeting Type: Annual	
Primary Security ID: 92826C839		Primary ISIN: US92826C8394

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Lloyd A. Carney	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director Kermit R. Crawford	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Francisco Javier Fernandez-Carbajal	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Ramon Laguarta	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director Teri L. List	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1f	Elect Director John F. Lundgren	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Ryan McInerney	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1h	Elect Director Denise M. Morrison	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1i	Elect Director Pamela Murphy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Linda J. Rendle	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Maynard G. Webb, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Lundgren, Lloyd Carney, Kermit Crawford, Ramon Laguarta and Linda Rendle is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While the annual and long-term incentives are primarily performance based, certain concerns are noted under both programs relating to the lack of per-metric weightings and the use of annual performance periods in the LTI.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because less than one percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Approve Class B Exchange Offer Program Certificate Amendments	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. At present, upon the resolution of certain litigation, a large number of Class B shares will become freely convertible into Class A shares all at once, which could lead to market disruptions and volatility for Class A shareholders. The proposed exchange offer provides for a more methodical approach to the conversion of the Class B shares, which would occur in stages and release smaller portions of Class B shares for conversion, thereby mitigating some of this risk.</i>			
5	Adjourn Meeting	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as support for the underlying proposals at the shareholder meeting is warranted.</i>			
6	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. The company has a policy which limits cash severance to a reasonable basis absent shareholder approval, and no significant concerns are identified with respect to the company's broad-based equity award treatment.</i>			