

# Proposal Type Report

## International voting statistics year ending 30 June 2020-21

From 7/1/2020 to 6/30/2021

## Proposal Types - All Votes

Issue Code Category	Issue Short Text	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
<b>Total for all categories</b>		<b>10096</b>	<b>1559</b>	<b>157</b>	<b>442</b>	<b>0</b>	<b>0</b>	<b>14</b>	<b>0</b>	<b>0</b>	<b>12268</b>
<b><i>Audit/Financials</i></b>		<b>1239</b>	<b>192</b>	<b>9</b>	<b>61</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1492</b>
	Accounts and Reports (Bundled Issues)	31	19	0	2	0	0	0	0	0	<b>52</b>
	Allocation of Profits/Dividends	305	0	4	23	0	0	0	0	0	<b>332</b>
	Appointment of Auditor	148	23	2	18	0	0	0	0	0	<b>191</b>
	Appointment of Auditor and Authority to Set Fees	98	16	0	0	0	0	0	0	0	<b>114</b>
	Appointment of Special Auditor	2	0	0	0	0	0	0	0	0	<b>2</b>
	Approval of Non-Financial Reports	80	0	0	0	0	0	0	0	0	<b>80</b>
	Approve Payment of Fees to Special Auditors	9	0	0	0	0	0	0	0	0	<b>9</b>
	Authority to Set Auditor's Fees	69	1	0	2	0	0	0	0	0	<b>72</b>
	Bonus Dividend/Bonus Share Issue	13	0	0	1	0	0	0	0	0	<b>14</b>

Issue Code Category	Issue Short Text	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
	Financial Statements	325	1	3	15	0	0	0	0	0	344
	Number of Auditors	6	0	0	0	0	0	0	0	0	6
	Ratification of Alternate Auditor	6	0	0	0	0	0	0	0	0	6
	Ratification of Auditor	124	132	0	0	0	0	0	0	0	256
	Ratification of Auditor's Acts	5	0	0	0	0	0	0	0	0	5
	Stock Dividend/Dividend Reinvestment	18	0	0	0	0	0	0	0	0	18
<b>Board Related</b>		<b>5448</b>	<b>782</b>	<b>57</b>	<b>251</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6481</b>
	Approval of Nominating Committee Guidelines/Appointment of Nominating	12	0	0	1	0	0	0	0	0	13
	Approve Censor	1	0	0	0	0	0	0	0	0	1
	Approve Special Auditor's Report	20	0	0	0	0	0	0	0	0	20
	Approve Supervisory Council	41	14	10	0	0	0	0	0	0	65
	Approve Supervisory Council Size	2	0	0	0	0	0	0	0	0	2
	Board Size	32	1	0	0	0	0	0	0	0	33
	Board Spill	0	16	0	0	0	0	0	0	0	16
	Board Term Length	1	0	1	0	0	0	0	0	0	2
	Election of Alternate Statutory Auditor	7	0	0	0	0	0	0	0	0	7
	Election of Board Committee Members	77	10	2	54	0	0	0	0	0	143
	Election of Directors	4646	684	12	176	0	0	0	0	0	5518
	Election of Directors (Bundled Issues)	1	1	0	0	0	0	0	0	0	2
	Election of Directors (Slate)	11	7	2	0	0	0	0	0	0	20

[illegible]





Issue Code Category	Issue Short Text	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
	Amend Articles, Constitution, Bylaws - Bundled	138	5	0	0	0	0	0	0	0	143
	Amendment to Poison Pill	1	0	0	0	0	0	0	0	0	1
	Amendments to Articles (Technical)	82	0	0	4	0	0	0	0	0	86
	Amendments to Articles, Constitution, Bylaws	86	8	0	2	0	0	0	0	0	96
	Amendments to Charter/Bylaw - Bundled	2	0	0	0	0	0	0	0	0	2
	Amendments to Procedural Rules	25	2	3	0	0	0	0	0	0	30
	Authority to Set General Meeting Notice Period at 14 Days	0	31	0	0	0	0	0	0	0	31
	Change in State of Incorporation	1	0	0	0	0	0	0	0	0	1
	Company Name Change	1	0	0	0	0	0	0	0	0	1
	Constitution of Procedural Rules	6	1	0	0	0	0	0	0	0	7
	Elimination of Cumulative Voting	2	0	0	0	0	0	0	0	0	2
	Elimination of Supermajority Requirement	12	0	0	0	0	0	0	0	0	12
	Misc. Article Amendments	2	2	0	0	0	0	0	0	0	4
	Misc. Proposal Regarding Antitakeover Devices	7	6	0	0	0	0	0	0	0	13
	Repeal of Classified Board	6	0	0	0	0	0	0	0	0	6
	Restoration of Right to Call a Special Meeting	5	0	1	0	0	0	0	0	0	6
	Restoration of Written Consent	1	0	1	0	0	0	0	0	0	2
	Technical Amendments to Charter/Bylaw	2	0	0	0	0	0	0	0	0	2
	Waiving of Mandatory Takeover Requirement	2	0	0	0	0	0	0	0	0	2
<b>Compensation</b>		<b>1532</b>	<b>282</b>	<b>2</b>	<b>62</b>	<b>0</b>	<b>0</b>	<b>14</b>	<b>0</b>	<b>0</b>	<b>1890</b>

Issue Code Category	Issue Short Text	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
					Action	Unvoted					
	Adoption of Employee Stock Purchase Plan	6	0	0	0	0	0	0	0	0	6
	Adoption of Equity Compensation Plan	20	1	0	0	0	0	0	0	0	21
	Adoption of Restricted Stock Plan	2	1	0	0	0	0	0	0	0	3
	Adoption of Short Term Incentive Plan	2	0	0	0	0	0	0	0	0	2
	Advisory Vote on Executive Compensation	215	37	0	0	0	0	0	0	0	252
	Advisory Vote on Severance	1	0	0	0	0	0	0	0	0	1
	Amendment to Director Equity Compensation Plan	4	1	0	0	0	0	0	0	0	5
	Amendment to Employee Stock Purchase Plan	7	0	0	0	0	0	0	0	0	7
	Amendment to Equity Compensation Plan	30	0	0	0	0	0	0	0	0	30
	Amendment to Restricted Stock Plan	1	0	0	0	0	0	0	0	0	1
	Amendment to Stock Option Plan	21	4	0	0	0	0	0	0	0	25
	Amendment to Stock Purchase Plan	2	1	0	0	0	0	0	0	0	3
	Bonus	8	4	0	0	0	0	0	0	0	12
	Bonus/162(m) Plan	1	0	0	0	0	0	0	0	0	1
	Bonuses for Retiring Directors (JP)	0	1	0	0	0	0	0	0	0	1
	Capital Proposal to Implement Equity Compensation Plan	25	6	0	1	0	0	0	0	0	32
	Directors' Fees	171	13	1	2	0	0	0	0	0	187
	Directors' Stock Option Plan	3	0	0	0	0	0	0	0	0	3
	Employment Agreement	11	4	0	0	0	0	0	0	0	15
	Misc. Proposal Regarding Compensation	36	5	0	2	0	0	0	0	0	43

Issue Code Category	Issue Short Text	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
	Non-Executive Remuneration Policy (Forward-Looking)	104	4	0	15	0	0	0	0	0	123
	Remuneration Policy (Forward-Looking)	73	24	0	21	0	0	0	0	0	118
	Remuneration Report (Retrospective)	371	109	0	20	0	0	0	0	0	500
	Say When on Pay	0	0	0	0	0	0	14	0	0	14
	Statutory Auditors' Fees	8	1	0	0	0	0	0	0	0	9
	Stock Option Grants	273	50	0	0	0	0	0	0	0	323
	Stock Option Plan	74	12	0	0	0	0	0	0	0	86
	Stock Purchase Plan	46	1	0	0	0	0	0	0	0	47
	Supervisory Board/ Corp Assembly Fees	14	3	1	1	0	0	0	0	0	19
	Trust Type Equity Plans (JP)	3	0	0	0	0	0	0	0	0	3
<b>M&amp;A</b>		<b>130</b>	<b>2</b>	<b>4</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>133</b>
	Divestiture/Spin-off	20	0	1	0	0	0	0	0	0	21
	Intra-company Contracts/Control Agreements	57	0	1	0	0	0	0	0	0	58
	Merger by Absorption between Parent and Subsidiary	12	0	2	1	0	0	0	0	0	15
	Merger/Acquisition	32	2	0	0	0	0	0	0	0	34
	Misc. Proposal Regarding Restructuring	1	0	0	0	0	0	0	0	0	1
	Restructuring/Capitalization	8	0	0	0	0	0	0	0	0	8
<b>Meeting Administration</b>		<b>185</b>	<b>7</b>	<b>4</b>	<b>28</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>220</b>
	Appointment of Independent Proxy (Switzerland)	1	0	0	14	0	0	0	0	0	15
	Authorization of Legal Formalities	78	2	4	0	0	0	0	0	0	84



Issue Code Category	Issue Short Text	Take No						1 Year	2 Years	3 Years	Total
		For	Against	Abstain	Action	Unvoted	Mixed				
Other	Right to Adjourn Meeting	7	0	0	0	0	0	0	0	0	7
	Routine Meeting Item	99	0	0	9	0	0	0	0	0	108
	Transact Other Business	0	5	0	5	0	0	0	0	0	10
		152	48	43	1	0	0	0	0	0	201
	Approval of Political Donation	1	22	0	0	0	0	0	0	0	23
	Approve Technical Vote Requirements	46	21	24	0	0	0	0	0	0	91
	Authorization of Charitable Donations	7	2	0	0	0	0	0	0	0	9
	Bondholder/Bankruptcy Proposal	0	0	14	0	0	0	0	0	0	14
	Declaration of Material Interest	1	0	0	0	0	0	0	0	0	1
SHP: Compensation	Management Proposal Regarding ESG Issues	6	1	0	1	0	0	0	0	0	8
	Misc. Management Proposal	64	2	5	0	0	0	0	0	0	71
	Renew Proportional Takeover Provisions	27	0	0	0	0	0	0	0	0	27
		16	7	0	0	0	0	0	0	0	23
	SHP Recoupment of Unearned Bonuses (Clawback)	2	0	0	0	0	0	0	0	0	2
	SHP Regarding Golden Parachutes	0	1	0	0	0	0	0	0	0	1
	SHP Regarding Linking Executive Pay to Social Criteria	3	0	0	0	0	0	0	0	0	3
	SHP Regarding Misc. Compensation	2	4	0	0	0	0	0	0	0	6
	SHP regarding Misc. Compensation	0	2	0	0	0	0	0	0	0	2
	SHP Regarding Race and/or Gender Pay Equity Report	4	0	0	0	0	0	0	0	4	
	SHP Regarding Report on Ratio Between CEO and Employee Pay	5	0	0	0	0	0	0	0	5	

Issue Code Category	Issue Short Text	For	Against	Abstain	Take No		Unvoted	Mixed	1 Year	2 Years	3 Years	Total
					Action							
<b><i>SHP: Environment</i></b>		<b>42</b>	<b>2</b>	<b>0</b>	<b>6</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>
	SHP Regarding Climate Lobbying	3	0	0	0		0	0	0	0	0	3
	SHP Regarding Environmental Report	3	0	0	0		0	0	0	0	0	3
	SHP Regarding Formation of Environmental/Social Committee of the	1	0	0	0		0	0	0	0	0	1
	SHP Regarding Misc. Energy/Environmental Issues	6	0	0	0		0	0	0	0	0	6
	SHP Regarding Misc. Environmental Issue	2	0	0	4		0	0	0	0	0	6
	SHP Regarding Report on Antibiotics in Animal Agriculture	1	0	0	0		0	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change	20	2	0	0		0	0	0	0	0	22
	SHP Regarding Reporting and Reducing Greenhouse Gas Emissions	6	0	0	1		0	0	0	0	0	7
	SHP Regarding Sustainability or Environmental Reports	0	0	0	1		0	0	0	0	0	1
<b><i>SHP: Governance</i></b>		<b>102</b>	<b>58</b>	<b>2</b>	<b>6</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>166</b>
	SHP Regarding Additional or Amended Shareholder Proposals	0	2	0	3		0	0	0	0	0	5
	SHP Regarding Board Composition	1	6	0	0		0	0	0	0	0	7
	SHP Regarding Election of Board Member (s) During a Contested Election – Disside	10	2	0	0		0	0	0	0	0	12
	SHP Regarding Election of Dissident Board Member(s)	2	4	0	0		0	0	0	0	0	6
	SHP Regarding Election of Dissident Supervisory Board Member(s)	0	0	1	0		0	0	0	0	0	1
	SHP Regarding Eliminating Supermajority Provisions	8	0	0	0		0	0	0	0	0	8
	SHP Regarding Facilitation of Shareholder Proposals	11	0	0	0		0	0	0	0	0	11
	SHP Regarding Improving in Disclosure	1	0	0	0		0	0	0	0	0	1
	SHP Regarding Increase in Dividend/Redistribution of Profits	0	2	1	0		0	0	0	0	0	3



Issue Code Category	Issue Short Text	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
	SHP Regarding Independent Verification of Contractors' Compliance with Labor an	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Limiting or Ending Political Spending	2	0	0	0	0	0	0	0	0	2
	SHP Regarding Misc. Human Capital Management	11	2	0	0	0	0	0	0	0	13
	SHP Regarding Misc. Labor Issues/Policies	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Misc. Nuclear Issue	0	0	0	1	0	0	0	0	0	1
	SHP Regarding Misc. Social Issue	25	3	0	0	0	0	0	0	0	28
	SHP Regarding Report on EEO	2	0	0	0	0	0	0	0	0	2
	SHP Regarding Reporting on Company's Compliance with International Human Ri	5	0	0	0	0	0	0	0	0	5
	SHP Regarding Reviewing Charitable Spending	0	1	0	0	0	0	0	0	0	1
	SHP Regarding Reviewing Political Spending or Lobbying	22	0	0	0	0	0	0	0	0	22

## Proposal Types – Votes Versus Management

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
<b>Total for all Categories</b>		<b>9870</b>	<b>1750</b>	<b>442</b>	<b>0</b>	<b>206</b>	<b>0</b>	<b>12268</b>
<b><i>Audit/Financials</i></b>		<b>1238</b>	<b>201</b>	<b>61</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>1501</b>
	Accounts and Reports (Bundled Issues)	31	19	2	0	0	0	52
	Allocation of Profits/Dividends	305	4	23	0	0	0	332
	Appointment of Auditor	148	25	18	0	0	0	191
	Appointment of Auditor and Authority to Set Fees	98	16	0	0	0	0	114

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Appointment of Special Auditor	2	0	0	0	0	0	2
	Approval of Non-Financial Reports	80	0	0	0	0	0	80
	Approve Payment of Fees to Special Auditors	9	0	0	0	0	0	9
	Authority to Set Auditor's Fees	68	1	2	0	1	0	72
	Bonus Dividend/Bonus Share Issue	13	0	1	0	0	0	14
	Financial Statements	325	4	15	0	0	0	344
	Number of Auditors	6	0	0	0	0	0	6
	Ratification of Alternate Auditor	6	0	0	0	0	0	6
	Ratification of Auditor	124	132	0	0	0	0	256
	Ratification of Auditor's Acts	5	0	0	0	0	0	5
	Stock Dividend/Dividend Reinvestment	18	0	0	0	0	0	18
<b>Board Related</b>		<b>5448</b>	<b>779</b>	<b>251</b>	<b>0</b>	<b>60</b>	<b>0</b>	<b>6538</b>
	Approval of Nominating Committee Guidelines/Appointment of Nominating	12	0	1	0	0	0	13
	Approve Censor	1	0	0	0	0	0	1
	Approve Special Auditor's Report	20	0	0	0	0	0	20
	Approve Supervisory Council	31	19	0	0	15	0	65
	Approve Supervisory Council Size	2	0	0	0	0	0	2
	Board Size	31	1	0	0	1	0	33
	Board Spill	15	0	0	0	1	0	16
	Board Term Length	1	1	0	0	0	0	2

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Election of Alternate Statutory Auditor	7	0	0	0	0	0	7
	Election of Board Committee Members	76	12	54	0	1	0	143
	Election of Directors	4640	684	176	0	18	0	5518
	Election of Directors (Bundled Issues)	1	1	0	0	0	0	2
	Election of Directors (Slate)	11	9	0	0	0	0	20
	Election of Directors (Slate) Bundled with Other Items	2	4	0	0	0	0	6
	Election of Minority or Preferred Shareholder Nominee	0	0	0	0	13	0	13
	Election of Non-Management Nominee	13	0	0	0	0	0	13
	Election of Non-Principal Members (Chairman, alternates)	35	6	4	0	2	0	47
	Election of Shareholder Representatives	6	0	0	0	0	0	6
	Election of Statutory Auditor Slate	0	0	0	0	6	0	6
	Election of Statutory Auditors	31	6	0	0	0	0	37
	Election of Supervisory Board	92	7	0	0	0	0	99
	Election of Supervisory Board Members (Slate)	1	2	0	0	0	0	3
	Election of the Chair of Statutory Auditors	0	0	0	0	3	0	3
	Indemnification of Directors/Officers	8	0	0	0	0	0	8
	Misc. Management Proposal Regarding Board	15	2	0	0	0	0	17
	Post-Employment /Severance Agreements	12	1	0	0	0	0	13
	Ratification of Board Acts - Legal	248	8	3	0	0	0	259
	Ratification of Co-Option of a Director	19	1	0	0	0	0	20

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Ratification of Management Acts - Legal	62	2	13	0	0	0	77
	Related Party Transactions	53	9	0	0	0	0	62
	Retention as Independent Director	3	4	0	0	0	0	7
<b>Capital Management</b>		<b>770</b>	<b>147</b>	<b>19</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>936</b>
	Amendment to Borrowing Powers	3	0	0	0	0	0	3
	Approval of Borrowing	1	0	0	0	0	0	1
	Authority to Give Guarantees	7	4	0	0	0	0	11
	Authority to Increase Capital in Case of Exchange Offers (France)	4	4	0	0	0	0	8
	Authority to Increase Capital in Consideration for Contributions in Kind (	13	4	0	0	0	0	17
	Authority to Issue Preferred Stock	0	1	0	0	0	0	1
	Authority to Issue Shares and Convertible Debt w or w/o Preemptive R	8	1	0	0	0	0	9
	Authority to Issue Shares and Convertible Debt w/ Preemptive Rights	20	2	0	0	0	0	22
	Authority to Issue Shares and Convertible Debt w/o Preemptive Rights	23	10	0	0	0	0	33
	Authority to Issue Shares w/ Preemptive Rights	63	0	0	0	0	0	63
	Authority to Issue Shares w/o Preemptive Rights	132	48	0	0	0	0	180
	Authority to Issue Stock w/ or w/out Preemptive Rights	21	1	0	0	0	0	22
	Authority to Repurchase and Re-Issue Shares	50	3	0	0	0	0	53
	Authority to Repurchase Shares	151	4	7	0	0	0	162
	Authority to Set Offering Price of Shares	7	1	0	0	0	0	8
	Authority to Trade in Company Stock	3	0	0	0	0	0	3

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Authorize Overallotment/Greenshoe	10	3	0	0	0	0	13
	Cancellation of Authorized Stock	47	0	7	0	0	0	54
	Creation of New Share Class	3	0	0	0	0	0	3
	Increase in Authorized Capital	31	4	5	0	0	0	40
	Increase in Authorized Common Stock	1	0	0	0	0	0	1
	Increase in/Authorization of Preferred Stock	1	0	0	0	0	0	1
	Issuance of Common Stock	1	0	0	0	0	0	1
	Issuance of Convertible Debt Instruments	1	0	0	0	0	0	1
	Issuance of Debt Instruments	75	3	0	0	0	0	78
	Issuance of Repurchased Shares	7	25	0	0	0	0	32
	Issuance of Stock w/ or w/out Preemptive Rights	33	27	0	0	0	0	60
	Issuance of Stock w/ Preemptive Rights	1	0	0	0	0	0	1
	Issuance of Stock w/out Preemptive Rights	16	1	0	0	0	0	17
	Limit to Capital Increase	3	0	0	0	0	0	3
	Misc. Proposal Regarding Capital	6	0	0	0	0	0	6
	Reduction in Authorized Capital	5	0	0	0	0	0	5
	Reduction in Share Premium Account	3	0	0	0	0	0	3
	Repurchase of Shares	1	1	0	0	0	0	2
	Reverse Stock Split	2	0	0	0	0	0	2
	Stock Split	11	0	0	0	0	0	11



Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Use/Transfer of Reserves	6	0	0	0	0	0	6
<b>Changes to Company Statutes</b>		<b>408</b>	<b>61</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>475</b>
	Adoption of Majority Vote for Election of Directors	1	0	0	0	0	0	1
	Adoption of New Articles	25	1	0	0	0	0	26
	Adoption of Shareholder Rights' Plan	1	0	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled	138	5	0	0	0	0	143
	Amendment to Poison Pill	1	0	0	0	0	0	1
	Amendments to Articles (Technical)	82	0	4	0	0	0	86
	Amendments to Articles, Constitution, Bylaws	86	8	2	0	0	0	96
	Amendments to Charter/Bylaw - Bundled	2	0	0	0	0	0	2
	Amendments to Procedural Rules	25	5	0	0	0	0	30
	Authority to Set General Meeting Notice Period at 14 Days	0	31	0	0	0	0	31
	Change in State of Incorporation	1	0	0	0	0	0	1
	Company Name Change	1	0	0	0	0	0	1
	Constitution of Procedural Rules	6	1	0	0	0	0	7
	Elimination of Cumulative Voting	2	0	0	0	0	0	2
	Elimination of Supermajority Requirement	12	0	0	0	0	0	12
	Misc. Article Amendments	2	2	0	0	0	0	4
	Misc. Proposal Regarding Antitakeover Devices	7	6	0	0	0	0	13
	Repeal of Classified Board	6	0	0	0	0	0	6

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Restoration of Right to Call a Special Meeting	5	1	0	0	0	0	6
	Restoration of Written Consent	1	1	0	0	0	0	2
	Technical Amendments to Charter/Bylaw	2	0	0	0	0	0	2
	Waiving of Mandatory Takeover Requirement	2	0	0	0	0	0	2
<b>Compensation</b>		<b>1510</b>	<b>290</b>	<b>62</b>	<b>0</b>	<b>30</b>	<b>0</b>	<b>1892</b>
	Adoption of Employee Stock Purchase Plan	6	0	0	0	0	0	6
	Adoption of Equity Compensation Plan	20	1	0	0	0	0	21
	Adoption of Restricted Stock Plan	2	1	0	0	0	0	3
	Adoption of Short Term Incentive Plan	2	0	0	0	0	0	2
	Advisory Vote on Executive Compensation	214	38	0	0	0	0	252
	Advisory Vote on Severance	1	0	0	0	0	0	1
	Amendment to Director Equity Compensation Plan	4	1	0	0	0	0	5
	Amendment to Employee Stock Purchase Plan	7	0	0	0	0	0	7
	Amendment to Equity Compensation Plan	30	0	0	0	0	0	30
	Amendment to Restricted Stock Plan	1	0	0	0	0	0	1
	Amendment to Stock Option Plan	21	4	0	0	0	0	25
	Amendment to Stock Purchase Plan	2	1	0	0	0	0	3
	Bonus	8	4	0	0	0	0	12
	Bonus/162(m) Plan	1	0	0	0	0	0	1
	Bonuses for Retiring Directors (JP)	0	1	0	0	0	0	1

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Capital Proposal to Implement Equity Compensation Plan	25	6	1	0	0	0	32
	Directors' Fees	162	15	2	0	8	0	187
	Directors' Stock Option Plan	3	0	0	0	0	0	3
	Employment Agreement	11	4	0	0	0	0	15
	Misc. Proposal Regarding Compensation	36	5	2	0	0	0	43
	Non-Executive Remuneration Policy (Forward-Looking)	103	4	15	0	1	0	123
	Remuneration Policy (Forward-Looking)	73	24	21	0	0	0	118
	Remuneration Report (Retrospective)	360	105	20	0	15	0	500
	Say When on Pay	12	2	0	0	0	0	14
	Statutory Auditors' Fees	8	1	0	0	0	0	9
	Stock Option Grants	269	51	0	0	3	0	323
	Stock Option Plan	66	17	0	0	3	0	86
	Stock Purchase Plan	46	1	0	0	0	0	47
	Supervisory Board/ Corp Assembly Fees	14	4	1	0	0	0	19
	Trust Type Equity Plans (JP)	3	0	0	0	0	0	3
<b>M&amp;A</b>		<b>130</b>	<b>6</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>137</b>
	Divestiture/Spin-off	20	1	0	0	0	0	21
	Intra-company Contracts/Control Agreements	57	1	0	0	0	0	58
	Merger by Absorption between Parent and Subsidiary	12	2	1	0	0	0	15
	Merger/Acquisition	32	2	0	0	0	0	34

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Misc. Proposal Regarding Restructuring	1	0	0	0	0	0	1
	Restructuring/Capitalization	8	0	0	0	0	0	8
<b>Meeting Administration</b>		<b>185</b>	<b>10</b>	<b>28</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>224</b>
	Appointment of Independent Proxy (Switzerland)	1	0	14	0	0	0	15
	Authorization of Legal Formalities	78	6	0	0	0	0	84
	Right to Adjourn Meeting	7	0	0	0	0	0	7
	Routine Meeting Item	99	0	9	0	0	0	108
	Transact Other Business	0	4	5	0	1	0	10
<b>Other</b>		<b>105</b>	<b>34</b>	<b>1</b>	<b>0</b>	<b>104</b>	<b>0</b>	<b>244</b>
	Approval of Political Donation	1	22	0	0	0	0	23
	Approve Technical Vote Requirements	0	2	0	0	89	0	91
	Authorization of Charitable Donations	7	2	0	0	0	0	9
	Bondholder/Bankruptcy Proposal	0	0	0	0	14	0	14
	Declaration of Material Interest	0	0	0	0	1	0	1
	Management Proposal Regarding ESG Issues	6	1	1	0	0	0	8
	Misc. Management Proposal	64	7	0	0	0	0	71
	Renew Proportional Takeover Provisions	27	0	0	0	0	0	27
<b>SHP: Compensation</b>		<b>7</b>	<b>16</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>23</b>
	SHP Recoupment of Unearned Bonuses (Clawback)	0	2	0	0	0	0	2
	SHP Regarding Golden Parachutes	1	0	0	0	0	0	1

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Linking Executive Pay to Social Criteria	0	3	0	0	0	0	3
	SHP Regarding Misc. Compensation	4	2	0	0	0	0	6
	SHP regarding Misc. Compensation	2	0	0	0	0	0	2
	SHP Regarding Race and/or Gender Pay Equity Report	0	4	0	0	0	0	4
	SHP Regarding Report on Ratio Between CEO and Employee Pay	0	5	0	0	0	0	5
<b><i>SHP: Environment</i></b>		<b>5</b>	<b>35</b>	<b>6</b>	<b>0</b>	<b>4</b>	<b>0</b>	<b>50</b>
	SHP Regarding Climate Lobbying	1	2	0	0	0	0	3
	SHP Regarding Environmental Report	1	2	0	0	0	0	3
	SHP Regarding Formation of Environmental/Social Committee of the	0	1	0	0	0	0	1
	SHP Regarding Misc. Energy/Environmental Issues	0	6	0	0	0	0	6
	SHP Regarding Misc. Environmental Issue	0	2	4	0	0	0	6
	SHP Regarding Report on Antibiotics in Animal Agriculture	0	1	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change	2	16	0	0	4	0	22
	SHP Regarding Reporting and Reducing Greenhouse Gas Emissions	1	5	1	0	0	0	7
	SHP Regarding Sustainability or Environmental Reports	0	0	1	0	0	0	1
<b><i>SHP: Governance</i></b>		<b>56</b>	<b>101</b>	<b>6</b>	<b>0</b>	<b>5</b>	<b>0</b>	<b>168</b>
	SHP Regarding Additional or Amended Shareholder Proposals	0	2	3	0	0	0	5
	SHP Regarding Board Composition	6	1	0	0	0	0	7
	SHP Regarding Election of Board Member(s) During a Contested Election	0	12	0	0	0	0	12
	SHP Regarding Election of Dissident Board Member(s)	4	2	0	0	0	0	6

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Election of Dissident Supervisory Board Member(s)	0	0	0	0	1	0	1
	SHP Regarding Eliminating Supermajority Provisions	1	6	0	0	1	0	8
	SHP Regarding Facilitation of Shareholder Proposals	0	11	0	0	0	0	11
	SHP Regarding Improving in Disclosure	0	1	0	0	0	0	1
	SHP Regarding Increase in Dividend/Redistribution of Profits	2	0	0	0	1	0	3
	SHP Regarding Independent Board Chairman/Seperation of Chair and CEO	4	20	0	0	0	0	24
	SHP Regarding Misc. Board Issue	3	0	0	0	0	0	3
	SHP Regarding Misc. Board/Shareholder Rights Issue	1	0	0	0	0	0	1
	SHP Regarding Misc. Capital Issue	1	0	0	0	0	0	1
	SHP Regarding Misc. Governance Issue	1	0	0	0	0	0	1
	SHP Regarding Misc. Issue	3	0	0	0	2	0	5
	SHP Regarding Misc. Meeting/Voting Issue	0	2	0	0	0	0	2
	SHP Regarding Misc. Restructuring Issue	0	0	2	0	0	0	2
	SHP Regarding Recapitalization	0	3	0	0	0	0	3
	SHP Regarding Reincorporation	12	0	0	0	0	0	12
	SHP Regarding Removal of Director(s)	1	0	0	0	0	0	1
	SHP Regarding Right to Act by Written Consent	14	14	0	0	0	0	28
	SHP Regarding Right to Call a Special Meeting	3	13	0	0	0	0	16
	SHP Regarding Special Audit	0	0	1	0	0	0	1
	SHP Regarding Trained, Qualified Directors on Environment, Health and S	0	3	0	0	0	0	3

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Shareholder Access to the Nomination Process (Proxy Access)	0	11	0	0	0	0	11
<b><i>SHP: Misc</i></b>		<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1</b>
	SHP: Misc. Issues	1	0	0	0	0	0	1
<b><i>SHP: Social</i></b>		<b>7</b>	<b>70</b>	<b>1</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>79</b>
	SHP Regarding Drug Pricing/Distribution	0	3	0	0	0	0	3
	SHP Regarding Independent Verification of Contractors' Compliance with Labor a	0	1	0	0	0	0	1
	SHP Regarding Limiting or Ending Political Spending	0	2	0	0	0	0	2
	SHP Regarding Misc. Human Capital Management	3	9	0	0	1	0	13
	SHP Regarding Misc. Labor Issues/Policies	0	1	0	0	0	0	1
	SHP Regarding Misc. Nuclear Issue	0	0	1	0	0	0	1
	SHP Regarding Misc. Social Issue	3	25	0	0	0	0	28
	SHP Regarding Report on EEO	0	2	0	0	0	0	2
	SHP Regarding Reporting on Company's Compliance with International Human R	0	5	0	0	0	0	5
	SHP Regarding Reviewing Charitable Spending	1	0	0	0	0	0	1
	SHP Regarding Reviewing Political Spending or Lobbying	0	22	0	0	0	0	22

## Proposal Types – Votes Versus Policy

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
<b>Total for all Categories</b>		<b>10193</b>	<b>9</b>	<b>1620</b>	<b>442</b>	<b>0</b>	<b>0</b>	<b>4</b>	<b>12268</b>
<b><i>Audit/Financials</i></b>		<b>1407</b>	<b>0</b>	<b>32</b>	<b>61</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>1501</b>

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Accounts and Reports (Bundled Issues)	50	0	0	2	0	0	0	52
	Allocation of Profits/Dividends	309	0	0	23	0	0	0	332
	Appointment of Auditor	162	0	11	18	0	0	0	191
	Appointment of Auditor and Authority to Set Fees	111	0	3	0	0	0	0	114
	Appointment of Special Auditor	2	0	0	0	0	0	0	2
	Approval of Non-Financial Reports	80	0	0	0	0	0	0	80
	Approve Payment of Fees to Special Auditors	9	0	0	0	0	0	0	9
	Authority to Set Auditor's Fees	59	0	11	2	0	0	0	72
	Bonus Dividend/Bonus Share Issue	13	0	0	1	0	0	0	14
	Financial Statements	323	0	6	15	0	0	0	344
	Number of Auditors	6	0	0	0	0	0	0	6
	Ratification of Alternate Auditor	6	0	0	0	0	0	0	6
	Ratification of Auditor	254	0	1	0	0	0	1	256
	Ratification of Auditor's Acts	5	0	0	0	0	0	0	5
	Stock Dividend/Dividend Reinvestment	18	0	0	0	0	0	0	18
<b>Board Related</b>		<b>5578</b>	<b>6</b>	<b>701</b>	<b>251</b>	<b>0</b>	<b>0</b>	<b>2</b>	<b>6538</b>
	Approval of Nominating Committee Guidelines/Appointment of Nominating	12	0	0	1	0	0	0	13
	Approve Censor	1	0	0	0	0	0	0	1
	Approve Special Auditor's Report	20	0	0	0	0	0	0	20
	Approve Supervisory Council	65	0	0	0	0	0	0	65



Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Approve Supervisory Council Size	2	0	0	0	0	0	0	2
	Board Size	32	0	1	0	0	0	0	33
	Board Spill	0	0	16	0	0	0	0	16
	Board Term Length	2	0	0	0	0	0	0	2
	Election of Alternate Statutory Auditor	7	0	0	0	0	0	0	7
	Election of Board Committee Members	89	0	0	54	0	0	0	143
	Election of Directors	4684	0	656	176	0	0	2	5518
	Election of Directors (Bundled Issues)	2	0	0	0	0	0	0	2
	Election of Directors (Slate)	20	0	0	0	0	0	0	20
	Election of Directors (Slate) Bundled with Other Items	6	0	0	0	0	0	0	6
	Election of Minority or Preferred Shareholder Nominee	13	0	0	0	0	0	0	13
	Election of Non-Management Nominee	6	0	7	0	0	0	0	13
	Election of Non-Principal Members (Chairman, alternates)	43	0	0	4	0	0	0	47
	Election of Shareholder Representatives	6	0	0	0	0	0	0	6
	Election of Statutory Auditor Slate	2	4	0	0	0	0	0	6
	Election of Statutory Auditors	37	0	0	0	0	0	0	37
	Election of Supervisory Board	99	0	0	0	0	0	0	99
	Election of Supervisory Board Members (Slate)	3	0	0	0	0	0	0	3
	Election of the Chair of Statutory Auditors	1	2	0	0	0	0	0	3
	Indemnification of Directors/Officers	8	0	0	0	0	0	0	8

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Misc. Management Proposal Regarding Board	17	0	0	0	0	0	0	17
	Post-Employment /Severance Agreements	1	0	12	0	0	0	0	13
	Ratification of Board Acts - Legal	256	0	0	3	0	0	0	259
	Ratification of Co-Option of a Director	20	0	0	0	0	0	0	20
	Ratification of Management Acts - Legal	64	0	0	13	0	0	0	77
	Related Party Transactions	53	0	9	0	0	0	0	62
	Retention as Independent Director	7	0	0	0	0	0	0	7
<b>Capital Management</b>		<b>827</b>	<b>0</b>	<b>90</b>	<b>19</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>936</b>
	Amendment to Borrowing Powers	3	0	0	0	0	0	0	3
	Approval of Borrowing	1	0	0	0	0	0	0	1
	Authority to Give Guarantees	11	0	0	0	0	0	0	11
	Authority to Increase Capital in Case of Exchange Offers (France)	8	0	0	0	0	0	0	8
	Authority to Increase Capital in Consideration for Contributions in Kind (	17	0	0	0	0	0	0	17
	Authority to Issue Preferred Stock	1	0	0	0	0	0	0	1
	Authority to Issue Shares and Convertible Debt w or w/o Preemptive Rights	9	0	0	0	0	0	0	9
	Authority to Issue Shares and Convertible Debt w/ Preemptive Rights	22	0	0	0	0	0	0	22
	Authority to Issue Shares and Convertible Debt w/o Preemptive Rights	33	0	0	0	0	0	0	33
	Authority to Issue Shares w/ Preemptive Rights	58	0	5	0	0	0	0	63
	Authority to Issue Shares w/o Preemptive Rights	169	0	11	0	0	0	0	180
	Authority to Issue Stock w/ or w/out Preemptive Rights	22	0	0	0	0	0	0	22

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Authority to Repurchase and Re-Issue Shares	53	0	0	0	0	0	0	53
	Authority to Repurchase Shares	148	0	7	7	0	0	0	162
	Authority to Set Offering Price of Shares	8	0	0	0	0	0	0	8
	Authority to Trade in Company Stock	3	0	0	0	0	0	0	3
	Authorize Overallotment/Greenshoe	13	0	0	0	0	0	0	13
	Cancellation of Authorized Stock	45	0	2	7	0	0	0	54
	Creation of New Share Class	3	0	0	0	0	0	0	3
	Increase in Authorized Capital	35	0	0	5	0	0	0	40
	Increase in Authorized Common Stock	1	0	0	0	0	0	0	1
	Increase in/Authorization of Preferred Stock	1	0	0	0	0	0	0	1
	Issuance of Common Stock	1	0	0	0	0	0	0	1
	Issuance of Convertible Debt Instruments	1	0	0	0	0	0	0	1
	Issuance of Debt Instruments	78	0	0	0	0	0	0	78
	Issuance of Repurchased Shares	32	0	0	0	0	0	0	32
	Issuance of Stock w/ or w/out Preemptive Rights	0	0	60	0	0	0	0	60
	Issuance of Stock w/ Preemptive Rights	1	0	0	0	0	0	0	1
	Issuance of Stock w/out Preemptive Rights	17	0	0	0	0	0	0	17
	Limit to Capital Increase	3	0	0	0	0	0	0	3
	Misc. Proposal Regarding Capital	6	0	0	0	0	0	0	6
	Reduction in Authorized Capital	2	0	3	0	0	0	0	5

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Reduction in Share Premium Account	3	0	0	0	0	0	0	3
	Repurchase of Shares	2	0	0	0	0	0	0	2
	Reverse Stock Split	0	0	2	0	0	0	0	2
	Stock Split	11	0	0	0	0	0	0	11
	Use/Transfer of Reserves	6	0	0	0	0	0	0	6
<b>Changes to Company Statutes</b>		<b>395</b>	<b>0</b>	<b>74</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>475</b>
	Adoption of Majority Vote for Election of Directors	1	0	0	0	0	0	0	1
	Adoption of New Articles	16	0	10	0	0	0	0	26
	Adoption of Shareholder Rights' Plan	1	0	0	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled	104	0	39	0	0	0	0	143
	Amendment to Poison Pill	1	0	0	0	0	0	0	1
	Amendments to Articles (Technical)	77	0	5	4	0	0	0	86
	Amendments to Articles, Constitution, Bylaws	81	0	13	2	0	0	0	96
	Amendments to Charter/Bylaw - Bundled	2	0	0	0	0	0	0	2
	Amendments to Procedural Rules	30	0	0	0	0	0	0	30
	Authority to Set General Meeting Notice Period at 14 Days	31	0	0	0	0	0	0	31
	Change in State of Incorporation	1	0	0	0	0	0	0	1
	Company Name Change	1	0	0	0	0	0	0	1
	Constitution of Procedural Rules	7	0	0	0	0	0	0	7
	Elimination of Cumulative Voting	2	0	0	0	0	0	0	2

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Elimination of Supermajority Requirement	12	0	0	0	0	0	0	12
	Misc. Article Amendments	4	0	0	0	0	0	0	4
	Misc. Proposal Regarding Antitakeover Devices	7	0	6	0	0	0	0	13
	Repeal of Classified Board	6	0	0	0	0	0	0	6
	Restoration of Right to Call a Special Meeting	6	0	0	0	0	0	0	6
	Restoration of Written Consent	2	0	0	0	0	0	0	2
	Technical Amendments to Charter/Bylaw	2	0	0	0	0	0	0	2
	Waiving of Mandatory Takeover Requirement	1	0	1	0	0	0	0	2
<b>Compensation</b>		<b>1201</b>	<b>0</b>	<b>628</b>	<b>62</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>1892</b>
	Adoption of Employee Stock Purchase Plan	6	0	0	0	0	0	0	6
	Adoption of Equity Compensation Plan	21	0	0	0	0	0	0	21
	Adoption of Restricted Stock Plan	3	0	0	0	0	0	0	3
	Adoption of Short Term Incentive Plan	2	0	0	0	0	0	0	2
	Advisory Vote on Executive Compensation	250	0	1	0	0	0	1	252
	Advisory Vote on Severance	1	0	0	0	0	0	0	1
	Amendment to Director Equity Compensation Plan	5	0	0	0	0	0	0	5
	Amendment to Employee Stock Purchase Plan	7	0	0	0	0	0	0	7
	Amendment to Equity Compensation Plan	30	0	0	0	0	0	0	30
	Amendment to Restricted Stock Plan	0	0	1	0	0	0	0	1
	Amendment to Stock Option Plan	24	0	1	0	0	0	0	25

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Amendment to Stock Purchase Plan	2	0	1	0	0	0	0	3
	Bonus	12	0	0	0	0	0	0	12
	Bonus/162(m) Plan	1	0	0	0	0	0	0	1
	Bonuses for Retiring Directors (JP)	1	0	0	0	0	0	0	1
	Capital Proposal to Implement Equity Compensation Plan	31	0	0	1	0	0	0	32
	Directors' Fees	171	0	14	2	0	0	0	187
	Directors' Stock Option Plan	0	0	3	0	0	0	0	3
	Employment Agreement	15	0	0	0	0	0	0	15
	Misc. Proposal Regarding Compensation	40	0	1	2	0	0	0	43
	Non-Executive Remuneration Policy (Forward-Looking)	107	0	1	15	0	0	0	123
	Remuneration Policy (Forward-Looking)	96	0	1	21	0	0	0	118
	Remuneration Report (Retrospective)	216	0	264	20	0	0	0	500
	Say When on Pay	14	0	0	0	0	0	0	14
	Statutory Auditors' Fees	9	0	0	0	0	0	0	9
	Stock Option Grants	25	0	298	0	0	0	0	323
	Stock Option Plan	47	0	39	0	0	0	0	86
	Stock Purchase Plan	44	0	3	0	0	0	0	47
	Supervisory Board/ Corp Assembly Fees	18	0	0	1	0	0	0	19
	Trust Type Equity Plans (JP)	3	0	0	0	0	0	0	3
<b>M&amp;A</b>		<b>115</b>	<b>0</b>	<b>21</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>137</b>

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Divestiture/Spin-off	18	0	3	0	0	0	0	21
	Intra-company Contracts/Control Agreements	58	0	0	0	0	0	0	58
	Merger by Absorption between Parent and Subsidiary	14	0	0	1	0	0	0	15
	Merger/Acquisition	18	0	16	0	0	0	0	34
	Misc. Proposal Regarding Restructuring	0	0	1	0	0	0	0	1
	Restructuring/Capitalization	7	0	1	0	0	0	0	8
<b>Meeting Administration</b>		<b>196</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>224</b>
	Appointment of Independent Proxy (Switzerland)	1	0	0	14	0	0	0	15
	Authorization of Legal Formalities	84	0	0	0	0	0	0	84
	Right to Adjourn Meeting	7	0	0	0	0	0	0	7
	Routine Meeting Item	99	0	0	9	0	0	0	108
	Transact Other Business	5	0	0	5	0	0	0	10
<b>Other</b>		<b>199</b>	<b>1</b>	<b>43</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>244</b>
	Approval of Political Donation	22	0	1	0	0	0	0	23
	Approve Technical Vote Requirements	91	0	0	0	0	0	0	91
	Authorization of Charitable Donations	9	0	0	0	0	0	0	9
	Bondholder/Bankruptcy Proposal	0	0	14	0	0	0	0	14
	Declaration of Material Interest	0	0	1	0	0	0	0	1
	Management Proposal Regarding ESG Issues	6	1	0	1	0	0	0	8
	Misc. Management Proposal	71	0	0	0	0	0	0	71

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Renew Proportional Takeover Provisions	0	0	27	0	0	0	0	27
<b><i>SHP: Compensation</i></b>		<b>23</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>23</b>
	SHP Recoupment of Unearned Bonuses (Clawback)	2	0	0	0	0	0	0	2
	SHP Regarding Golden Parachutes	1	0	0	0	0	0	0	1
	SHP Regarding Linking Executive Pay to Social Criteria	3	0	0	0	0	0	0	3
	SHP Regarding Misc. Compensation	6	0	0	0	0	0	0	6
	SHP regarding Misc. Compensation	2	0	0	0	0	0	0	2
	SHP Regarding Race and/or Gender Pay Equity Report	4	0	0	0	0	0	0	4
	SHP Regarding Report on Ratio Between CEO and Employee Pay	5	0	0	0	0	0	0	5
<b><i>SHP: Environment</i></b>		<b>32</b>	<b>1</b>	<b>11</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>
	SHP Regarding Climate Lobbying	2	0	1	0	0	0	0	3
	SHP Regarding Environmental Report	3	0	0	0	0	0	0	3
	SHP Regarding Formation of Environmental/Social Committee of the	1	0	0	0	0	0	0	1
	SHP Regarding Misc. Energy/Environmental Issues	5	1	0	0	0	0	0	6
	SHP Regarding Misc. Environmental Issue	1	0	1	4	0	0	0	6
	SHP Regarding Report on Antibiotics in Animal Agriculture	1	0	0	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change	14	0	8	0	0	0	0	22
	SHP Regarding Reporting and Reducing Greenhouse Gas Emissions	5	0	1	1	0	0	0	7
	SHP Regarding Sustainability or Environmental Reports	0	0	0	1	0	0	0	1
<b><i>SHP: Governance</i></b>		<b>148</b>	<b>0</b>	<b>14</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>168</b>



Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Additional or Amended Shareholder Proposals	2	0	0	3	0	0	0	5
	SHP Regarding Board Composition	7	0	0	0	0	0	0	7
	SHP Regarding Election of Board Member (s) During a Contested Election – Disside	12	0	0	0	0	0	0	12
	SHP Regarding Election of Dissident Board Member(s)	4	0	2	0	0	0	0	6
	SHP Regarding Election of Dissident Supervisory Board Member(s)	1	0	0	0	0	0	0	1
	SHP Regarding Eliminating Supermajority Provisions	8	0	0	0	0	0	0	8
	SHP Regarding Facilitation of Shareholder Proposals	0	0	11	0	0	0	0	11
	SHP Regarding Improving in Disclosure	1	0	0	0	0	0	0	1
	SHP Regarding Increase in Dividend/Redistribution of Profits	3	0	0	0	0	0	0	3
	SHP Regarding Independent Board Chairman/Seperation of Chair and CEO	24	0	0	0	0	0	0	24
	SHP Regarding Misc. Board Issue	3	0	0	0	0	0	0	3
	SHP Regarding Misc. Board/Shareholder Rights Issue	1	0	0	0	0	0	0	1
	SHP Regarding Misc. Capital Issue	0	0	1	0	0	0	0	1
	SHP Regarding Misc. Governance Issue	1	0	0	0	0	0	0	1
	SHP Regarding Misc. Issue	5	0	0	0	0	0	0	5
	SHP Regarding Misc. Meeting/Voting Issue	2	0	0	0	0	0	0	2
	SHP Regarding Misc. Restructuring Issue	0	0	0	2	0	0	0	2
	SHP Regarding Recapitalization	3	0	0	0	0	0	0	3
	SHP Regarding Reincorporation	12	0	0	0	0	0	0	12
	SHP Regarding Removal of Director(s)	1	0	0	0	0	0	0	1

Issue Code Category	Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Right to Act by Written Consent	28	0	0	0	0	0	0	28
	SHP Regarding Right to Call a Special Meeting	16	0	0	0	0	0	0	16
	SHP Regarding Special Audit	0	0	0	1	0	0	0	1
	SHP Regarding Trained, Qualified Directors on Environment, Health and Sa	3	0	0	0	0	0	0	3
	SHP Shareholder Access to the Nomination Process (Proxy Access)	11	0	0	0	0	0	0	11
<b><i>SHP: Misc</i></b>		<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1</b>
	SHP: Misc. Issues	1	0	0	0	0	0	0	1
<b><i>SHP: Social</i></b>		<b>71</b>	<b>1</b>	<b>6</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>79</b>
	SHP Regarding Drug Pricing/Distribution	3	0	0	0	0	0	0	3
	SHP Regarding Independent Verification of Contractors' Compliance with Labor an	1	0	0	0	0	0	0	1
	SHP Regarding Limiting or Ending Political Spending	0	0	2	0	0	0	0	2
	SHP Regarding Misc. Human Capital Management	13	0	0	0	0	0	0	13
	SHP Regarding Misc. Labor Issues/Policies	1	0	0	0	0	0	0	1
	SHP Regarding Misc. Nuclear Issue	0	0	0	1	0	0	0	1
	SHP Regarding Misc. Social Issue	25	0	3	0	0	0	0	28
	SHP Regarding Report on EEO	2	0	0	0	0	0	0	2
	SHP Regarding Reporting on Company's Compliance with International Human Ri	4	0	1	0	0	0	0	5
	SHP Regarding Reviewing Charitable Spending	1	0	0	0	0	0	0	1
	SHP Regarding Reviewing Political Spending or Lobbying	21	1	0	0	0	0	0	22

## Proposal Types – Votes Versus Glass Lewis

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
<b>Total for all Categories</b>		<b>10967</b>	<b>844</b>	<b>442</b>	<b>0</b>	<b>15</b>	<b>0</b>	<b>12268</b>
<b><i>Audit/Financials</i></b>		<b>1278</b>	<b>162</b>	<b>61</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1501</b>
	Accounts and Reports (Bundled Issues)	50	0	2	0	0	0	<b>52</b>
	Allocation of Profits/Dividends	309	0	23	0	0	0	<b>332</b>
	Appointment of Auditor	150	23	18	0	0	0	<b>191</b>
	Appointment of Auditor and Authority to Set Fees	105	9	0	0	0	0	<b>114</b>
	Appointment of Special Auditor	2	0	0	0	0	0	<b>2</b>
	Approval of Non-Financial Reports	80	0	0	0	0	0	<b>80</b>
	Approve Payment of Fees to Special Auditors	9	0	0	0	0	0	<b>9</b>
	Authority to Set Auditor's Fees	70	0	2	0	0	0	<b>72</b>
	Bonus Dividend/Bonus Share Issue	13	0	1	0	0	0	<b>14</b>
	Financial Statements	329	0	15	0	0	0	<b>344</b>
	Number of Auditors	6	0	0	0	0	0	<b>6</b>
	Ratification of Alternate Auditor	6	0	0	0	0	0	<b>6</b>
	Ratification of Auditor	126	130	0	0	0	0	<b>256</b>
	Ratification of Auditor's Acts	5	0	0	0	0	0	<b>5</b>
	Stock Dividend/Dividend Reinvestment	18	0	0	0	0	0	<b>18</b>
<b><i>Board Related</i></b>		<b>5851</b>	<b>436</b>	<b>251</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6538</b>
	Approval of Nominating Committee Guidelines/Appointment of Nominating	12	0	1	0	0	0	<b>13</b>

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Approve Censor	1	0	0	0	0	0	1
	Approve Special Auditor's Report	20	0	0	0	0	0	20
	Approve Supervisory Council	65	0	0	0	0	0	65
	Approve Supervisory Council Size	2	0	0	0	0	0	2
	Board Size	33	0	0	0	0	0	33
	Board Spill	16	0	0	0	0	0	16
	Board Term Length	2	0	0	0	0	0	2
	Election of Alternate Statutory Auditor	7	0	0	0	0	0	7
	Election of Board Committee Members	89	0	54	0	0	0	143
	Election of Directors	4915	427	176	0	0	0	5518
	Election of Directors (Bundled Issues)	2	0	0	0	0	0	2
	Election of Directors (Slate)	20	0	0	0	0	0	20
	Election of Directors (Slate) Bundled with Other Items	6	0	0	0	0	0	6
	Election of Minority or Preferred Shareholder Nominee	13	0	0	0	0	0	13
	Election of Non-Management Nominee	13	0	0	0	0	0	13
	Election of Non-Principal Members (Chairman, alternates)	43	0	4	0	0	0	47
	Election of Shareholder Representatives	6	0	0	0	0	0	6
	Election of Statutory Auditor Slate	2	4	0	0	0	0	6
	Election of Statutory Auditors	37	0	0	0	0	0	37
	Election of Supervisory Board	99	0	0	0	0	0	99

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Election of Supervisory Board Members (Slate)	3	0	0	0	0	0	3
	Election of the Chair of Statutory Auditors	1	2	0	0	0	0	3
	Indemnification of Directors/Officers	8	0	0	0	0	0	8
	Misc. Management Proposal Regarding Board	17	0	0	0	0	0	17
	Post-Employment /Severance Agreements	11	2	0	0	0	0	13
	Ratification of Board Acts - Legal	256	0	3	0	0	0	259
	Ratification of Co-Option of a Director	20	0	0	0	0	0	20
	Ratification of Management Acts - Legal	64	0	13	0	0	0	77
	Related Party Transactions	61	1	0	0	0	0	62
	Retention as Independent Director	7	0	0	0	0	0	7
<b>Capital Management</b>		<b>891</b>	<b>26</b>	<b>19</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>936</b>
	Amendment to Borrowing Powers	3	0	0	0	0	0	3
	Approval of Borrowing	1	0	0	0	0	0	1
	Authority to Give Guarantees	11	0	0	0	0	0	11
	Authority to Increase Capital in Case of Exchange Offers (France)	8	0	0	0	0	0	8
	Authority to Increase Capital in Consideration for Contributions in Kind (	17	0	0	0	0	0	17
	Authority to Issue Preferred Stock	1	0	0	0	0	0	1
	Authority to Issue Shares and Convertible Debt w or w/o Preemptive Rights	9	0	0	0	0	0	9
	Authority to Issue Shares and Convertible Debt w/ Preemptive Rights	22	0	0	0	0	0	22
	Authority to Issue Shares and Convertible Debt w/o Preemptive Rights	33	0	0	0	0	0	33

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Authority to Issue Shares w/ Preemptive Rights	63	0	0	0	0	0	<b>63</b>
	Authority to Issue Shares w/o Preemptive Rights	180	0	0	0	0	0	<b>180</b>
	Authority to Issue Stock w/ or w/out Preemptive Rights	22	0	0	0	0	0	<b>22</b>
	Authority to Repurchase and Re-Issue Shares	53	0	0	0	0	0	<b>53</b>
	Authority to Repurchase Shares	155	0	7	0	0	0	<b>162</b>
	Authority to Set Offering Price of Shares	8	0	0	0	0	0	<b>8</b>
	Authority to Trade in Company Stock	3	0	0	0	0	0	<b>3</b>
	Authorize Overallotment/Greenshoe	13	0	0	0	0	0	<b>13</b>
	Cancellation of Authorized Stock	47	0	7	0	0	0	<b>54</b>
	Creation of New Share Class	3	0	0	0	0	0	<b>3</b>
	Increase in Authorized Capital	35	0	5	0	0	0	<b>40</b>
	Increase in Authorized Common Stock	1	0	0	0	0	0	<b>1</b>
	Increase in/Authorization of Preferred Stock	1	0	0	0	0	0	<b>1</b>
	Issuance of Common Stock	1	0	0	0	0	0	<b>1</b>
	Issuance of Convertible Debt Instruments	1	0	0	0	0	0	<b>1</b>
	Issuance of Debt Instruments	78	0	0	0	0	0	<b>78</b>
	Issuance of Repurchased Shares	32	0	0	0	0	0	<b>32</b>
	Issuance of Stock w/ or w/out Preemptive Rights	34	26	0	0	0	0	<b>60</b>
	Issuance of Stock w/ Preemptive Rights	1	0	0	0	0	0	<b>1</b>
	Issuance of Stock w/out Preemptive Rights	17	0	0	0	0	0	<b>17</b>

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Limit to Capital Increase	3	0	0	0	0	0	3
	Misc. Proposal Regarding Capital	6	0	0	0	0	0	6
	Reduction in Authorized Capital	5	0	0	0	0	0	5
	Reduction in Share Premium Account	3	0	0	0	0	0	3
	Repurchase of Shares	2	0	0	0	0	0	2
	Reverse Stock Split	2	0	0	0	0	0	2
	Stock Split	11	0	0	0	0	0	11
	Use/Transfer of Reserves	6	0	0	0	0	0	6
<b>Changes to Company Statutes</b>		<b>438</b>	<b>31</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>475</b>
	Adoption of Majority Vote for Election of Directors	1	0	0	0	0	0	1
	Adoption of New Articles	26	0	0	0	0	0	26
	Adoption of Shareholder Rights' Plan	1	0	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled	143	0	0	0	0	0	143
	Amendment to Poison Pill	1	0	0	0	0	0	1
	Amendments to Articles (Technical)	82	0	4	0	0	0	86
	Amendments to Articles, Constitution, Bylaws	94	0	2	0	0	0	96
	Amendments to Charter/Bylaw - Bundled	2	0	0	0	0	0	2
	Amendments to Procedural Rules	30	0	0	0	0	0	30
	Authority to Set General Meeting Notice Period at 14 Days	0	31	0	0	0	0	31
	Change in State of Incorporation	1	0	0	0	0	0	1

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Company Name Change	1	0	0	0	0	0	1
	Constitution of Procedural Rules	7	0	0	0	0	0	7
	Elimination of Cumulative Voting	2	0	0	0	0	0	2
	Elimination of Supermajority Requirement	12	0	0	0	0	0	12
	Misc. Article Amendments	4	0	0	0	0	0	4
	Misc. Proposal Regarding Antitakeover Devices	13	0	0	0	0	0	13
	Repeal of Classified Board	6	0	0	0	0	0	6
	Restoration of Right to Call a Special Meeting	6	0	0	0	0	0	6
	Restoration of Written Consent	2	0	0	0	0	0	2
	Technical Amendments to Charter/Bylaw	2	0	0	0	0	0	2
	Waiving of Mandatory Takeover Requirement	2	0	0	0	0	0	2
<b>Compensation</b>		<b>1760</b>	<b>70</b>	<b>62</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1892</b>
	Adoption of Employee Stock Purchase Plan	6	0	0	0	0	0	6
	Adoption of Equity Compensation Plan	21	0	0	0	0	0	21
	Adoption of Restricted Stock Plan	3	0	0	0	0	0	3
	Adoption of Short Term Incentive Plan	2	0	0	0	0	0	2
	Advisory Vote on Executive Compensation	251	1	0	0	0	0	252
	Advisory Vote on Severance	1	0	0	0	0	0	1
	Amendment to Director Equity Compensation Plan	5	0	0	0	0	0	5
	Amendment to Employee Stock Purchase Plan	7	0	0	0	0	0	7



Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Amendment to Equity Compensation Plan	30	0	0	0	0	0	30
	Amendment to Restricted Stock Plan	1	0	0	0	0	0	1
	Amendment to Stock Option Plan	25	0	0	0	0	0	25
	Amendment to Stock Purchase Plan	3	0	0	0	0	0	3
	Bonus	12	0	0	0	0	0	12
	Bonus/162(m) Plan	1	0	0	0	0	0	1
	Bonuses for Retiring Directors (JP)	1	0	0	0	0	0	1
	Capital Proposal to Implement Equity Compensation Plan	31	0	1	0	0	0	32
	Directors' Fees	184	1	2	0	0	0	187
	Directors' Stock Option Plan	3	0	0	0	0	0	3
	Employment Agreement	15	0	0	0	0	0	15
	Misc. Proposal Regarding Compensation	41	0	2	0	0	0	43
	Non-Executive Remuneration Policy (Forward-Looking)	108	0	15	0	0	0	123
	Remuneration Policy (Forward-Looking)	97	0	21	0	0	0	118
	Remuneration Report (Retrospective)	447	33	20	0	0	0	500
	Say When on Pay	14	0	0	0	0	0	14
	Statutory Auditors' Fees	9	0	0	0	0	0	9
	Stock Option Grants	288	35	0	0	0	0	323
	Stock Option Plan	86	0	0	0	0	0	86
	Stock Purchase Plan	47	0	0	0	0	0	47

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Supervisory Board/ Corp Assembly Fees	18	0	1	0	0	0	19
	Trust Type Equity Plans (JP)	3	0	0	0	0	0	3
<b>M&amp;A</b>		<b>136</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>137</b>
	Divestiture/Spin-off	21	0	0	0	0	0	21
	Intra-company Contracts/Control Agreements	58	0	0	0	0	0	58
	Merger by Absorption between Parent and Subsidiary	14	0	1	0	0	0	15
	Merger/Acquisition	34	0	0	0	0	0	34
	Misc. Proposal Regarding Restructuring	1	0	0	0	0	0	1
	Restructuring/Capitalization	8	0	0	0	0	0	8
<b>Meeting Administration</b>		<b>196</b>	<b>0</b>	<b>28</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>224</b>
	Appointment of Independent Proxy (Switzerland)	1	0	14	0	0	0	15
	Authorization of Legal Formalities	84	0	0	0	0	0	84
	Right to Adjourn Meeting	7	0	0	0	0	0	7
	Routine Meeting Item	99	0	9	0	0	0	108
	Transact Other Business	5	0	5	0	0	0	10
<b>Other</b>		<b>204</b>	<b>24</b>	<b>1</b>	<b>0</b>	<b>15</b>	<b>0</b>	<b>244</b>
	Approval of Political Donation	1	22	0	0	0	0	23
	Approve Technical Vote Requirements	91	0	0	0	0	0	91
	Authorization of Charitable Donations	9	0	0	0	0	0	9
	Bondholder/Bankruptcy Proposal	0	0	0	0	14	0	14

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Declaration of Material Interest	0	0	0	0	1	0	1
	Management Proposal Regarding ESG Issues	5	2	1	0	0	0	8
	Misc. Management Proposal	71	0	0	0	0	0	71
	Renew Proportional Takeover Provisions	27	0	0	0	0	0	27
<b><i>SHP: Compensation</i></b>		<b>12</b>	<b>11</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>23</b>
	SHP Recoupment of Unearned Bonuses (Clawback)	1	1	0	0	0	0	2
	SHP Regarding Golden Parachutes	1	0	0	0	0	0	1
	SHP Regarding Linking Executive Pay to Social Criteria	1	2	0	0	0	0	3
	SHP Regarding Misc. Compensation	6	0	0	0	0	0	6
	SHP regarding Misc. Compensation	2	0	0	0	0	0	2
	SHP Regarding Race and/or Gender Pay Equity Report	1	3	0	0	0	0	4
	SHP Regarding Report on Ratio Between CEO and Employee Pay	0	5	0	0	0	0	5
<b><i>SHP: Environment</i></b>		<b>17</b>	<b>27</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>
	SHP Regarding Climate Lobbying	3	0	0	0	0	0	3
	SHP Regarding Environmental Report	1	2	0	0	0	0	3
	SHP Regarding Formation of Environmental/Social Committee of the	0	1	0	0	0	0	1
	SHP Regarding Misc. Energy/Environmental Issues	0	6	0	0	0	0	6
	SHP Regarding Misc. Environmental Issue	1	1	4	0	0	0	6
	SHP Regarding Report on Antibiotics in Animal Agriculture	0	1	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change	11	11	0	0	0	0	22

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Reporting and Reducing Greenhouse Gas Emissions	1	5	1	0	0	0	7
	SHP Regarding Sustainability or Environmental Reports	0	0	1	0	0	0	1
<b><i>SHP: Governance</i></b>		<b>137</b>	<b>25</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>168</b>
	SHP Regarding Additional or Amended Shareholder Proposals	2	0	3	0	0	0	5
	SHP Regarding Board Composition	6	1	0	0	0	0	7
	SHP Regarding Election of Board Member (s) During a Contested Election – Disside	12	0	0	0	0	0	12
	SHP Regarding Election of Dissident Board Member(s)	4	2	0	0	0	0	6
	SHP Regarding Election of Dissident Supervisory Board Member(s)	1	0	0	0	0	0	1
	SHP Regarding Eliminating Supermajority Provisions	8	0	0	0	0	0	8
	SHP Regarding Facilitation of Shareholder Proposals	0	11	0	0	0	0	11
	SHP Regarding Improving in Disclosure	1	0	0	0	0	0	1
	SHP Regarding Increase in Dividend/Redistribution of Profits	3	0	0	0	0	0	3
	SHP Regarding Independent Board Chairman/Seperation of Chair and CEO	24	0	0	0	0	0	24
	SHP Regarding Misc. Board Issue	3	0	0	0	0	0	3
	SHP Regarding Misc. Board/Shareholder Rights Issue	1	0	0	0	0	0	1
	SHP Regarding Misc. Capital Issue	1	0	0	0	0	0	1
	SHP Regarding Misc. Governance Issue	1	0	0	0	0	0	1
	SHP Regarding Misc. Issue	5	0	0	0	0	0	5
	SHP Regarding Misc. Meeting/Voting Issue	2	0	0	0	0	0	2
	SHP Regarding Misc. Restructuring Issue	0	0	2	0	0	0	2

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Recapitalization	3	0	0	0	0	0	3
	SHP Regarding Reincorporation	12	0	0	0	0	0	12
	SHP Regarding Removal of Director(s)	1	0	0	0	0	0	1
	SHP Regarding Right to Act by Written Consent	28	0	0	0	0	0	28
	SHP Regarding Right to Call a Special Meeting	16	0	0	0	0	0	16
	SHP Regarding Special Audit	0	0	1	0	0	0	1
	SHP Regarding Trained, Qualified Directors on Environment, Health and Sa	2	1	0	0	0	0	3
	SHP Shareholder Access to the Nomination Process (Proxy Access)	1	10	0	0	0	0	11
<b><i>SHP: Misc</i></b>		<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1</b>
	SHP: Misc. Issues	1	0	0	0	0	0	1
<b><i>SHP: Social</i></b>		<b>46</b>	<b>32</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>79</b>
	SHP Regarding Drug Pricing/Distribution	0	3	0	0	0	0	3
	SHP Regarding Independent Verification of Contractors' Compliance with Labor an	0	1	0	0	0	0	1
	SHP Regarding Limiting or Ending Political Spending	0	2	0	0	0	0	2
	SHP Regarding Misc. Human Capital Management	13	0	0	0	0	0	13
	SHP Regarding Misc. Labor Issues/Policies	0	1	0	0	0	0	1
	SHP Regarding Misc. Nuclear Issue	0	0	1	0	0	0	1
	SHP Regarding Misc. Social Issue	14	14	0	0	0	0	28
	SHP Regarding Report on EEO	2	0	0	0	0	0	2
	SHP Regarding Reporting on Company's Compliance with International Human Ri	4	1	0	0	0	0	5

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Reviewing Charitable Spending	1	0	0	0	0	0	1
	SHP Regarding Reviewing Political Spending or Lobbying	12	10	0	0	0	0	22

# Proposal Type Report

## International voting statistics year ending 30 June 2020-21

From 7/1/2020 to 6/30/2021

## Proposal Reasons - All Votes

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
<b>Total for all Categories</b>			<b>10096</b>	<b>1559</b>	<b>157</b>	<b>442</b>	<b>0</b>	<b>0</b>	<b>14</b>	<b>0</b>	<b>0</b>	<b>12268</b>
<b><i>Audit/Financials</i></b>			<b>1239</b>	<b>192</b>	<b>9</b>	<b>61</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1492</b>
	Accounts and Reports (Bundled Issues)											
		No Stated Reason	28	0	0	2	0	0	0	0	0	<b>30</b>
		Unaudited financial statements	3	19	0	0	0	0	0	0	0	<b>22</b>
	Allocation of Profits/Dividends											
		Insufficient information provided	0	0	4	0	0	0	0	0	0	<b>4</b>
		No Stated Reason	305	0	0	23	0	0	0	0	0	<b>328</b>
	Appointment of Auditor											
		Excessive auditor tenure.	3	22	0	0	0	0	0	0	0	<b>25</b>
		Insufficient information provided	0	0	2	0	0	0	0	0	0	<b>2</b>
		No Stated Reason	145	1	0	18	0	0	0	0	0	<b>164</b>

[illegible]



[illegible]

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
	Approve Censor	No Stated Reason	12	0	0	1	0	0	0	0	0	13
		Insufficient Justification	1	0	0	0	0	0	0	0	0	1
		Approve Special Auditor's Report										
	Approve Supervisory Council	No Stated Reason	20	0	0	0	0	0	0	0	0	20
		Insufficient information provided	0	0	3	0	0	0	0	0	0	3
		Minority candidate is supported over management/controller candidate/s	0	0	7	0	0	0	0	0	0	7
		No Stated Reason	41	0	0	0	0	0	0	0	0	41
		Other governance concerns	0	1	0	0	0	0	0	0	0	1
		Potential unknown nominees w/o shareholder approval	0	2	0	0	0	0	0	0	0	2
		Supervisors are not sufficiently independent	0	10	0	0	0	0	0	0	0	10
		Support Other Candidate	0	1	0	0	0	0	0	0	0	1
		Approve Supervisory Council Size										
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
	Board Size	Board size is above maximum threshold	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	Take No						1 Year	2 Years	3 Years	Total
			For	Against	Abstain	Action	Unvoted	Mixed				
		No Stated Reason	32	0	0	0	0	0	0	0	0	32
	Board Spill											
		No Stated Reason	0	16	0	0	0	0	0	0	0	16
	Board Term Length											
		Insufficient information provided	0	0	1	0	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Election of Alternate Statutory Auditor											
		No Stated Reason	7	0	0	0	0	0	0	0	0	7
	Election of Board Committee Members											
		Affiliate/Insider on a committee	0	1	0	0	0	0	0	0	0	1
		Affiliate/Insider on a committee; Affiliate/Insider on audit committee; Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	0	1	0	0	0	0	0	0	0	1
		Audit committee chair not independent	0	1	0	0	0	0	0	0	0	1
		Board size	0	1	0	0	0	0	0	0	0	1
		Director serves on excessive audit committees	0	1	0	0	0	0	0	0	0	1
		Insufficient audit committee independence	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Insufficient audit committee independence; Board is not sufficiently independent; Professional Services Relationship	1	0	0	0	0	0	0	0	0	1
		Insufficient information provided	0	0	2	0	0	0	0	0	0	2
		No independent lead or presiding director	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	76	0	0	54	0	0	0	0	0	130
		Serves on more than three public company audit committees	0	1	0	0	0	0	0	0	0	1
		Serves on too many boards	0	2	0	0	0	0	0	0	0	2
Election of Directors												
		Adopted forum selection clause in past year w/o shareholder approval	0	10	0	0	0	0	0	0	0	10
		Affiliate/Insider on audit committee	0	1	0	0	0	0	0	0	0	1
		Affiliate/Insider on compensation committee	0	1	0	0	0	0	0	0	0	1
		Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	1	1	0	0	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Affiliate/Insider on nominating/governance committee	0	1	0	0	0	0	0	0	0	1
		As Chair of Rio Tinto's Sustainability Committee they failed to adequately manage social & environmental risks with respect to the destruction of the Juukan Gorge rock shelters. As a consequence, the Chair should be held responsible for this event & loss of cultural significance.	0	1	0	0	0	0	0	0	0	1
		As Chair of the Audit Committee and a Member of the Sustainability Committee, they should have been aware of the deficiency in controls and process which ultimately resulted in the destruction of the Juukan Gorge.	0	1	0	0	0	0	0	0	0	1
		Attended less than 75% of board meetings; Less than 75% Attendance	0	1	0	0	0	0	0	0	0	1
		Audit committee chair not independent; Insufficient audit committee independence	0	1	0	0	0	0	0	0	0	1
		Audit committee met an insufficient number of times	0	5	0	0	0	0	0	0	0	5

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Audit committee met an insufficient number of times; Less than 75% Attendance	0	1	0	0	0	0	0	0	0	1
		Audit fees or breakdown not disclosed; No financial expert	0	1	0	0	0	0	0	0	0	1
		Auditor not up for ratification	0	3	0	0	0	0	0	0	0	3
		Auditor not up for ratification; No compensation committee; Vote results not disclosed	0	1	0	0	0	0	0	0	0	1
		Auditor not up for ratification; No financial expert; Serves on too many boards	0	1	0	0	0	0	0	0	0	1
		Beneficial owner on audit committee	0	1	0	0	0	0	0	0	0	1
		Board is not sufficiently independent	0	10	0	0	0	0	0	0	0	10
		Board is not sufficiently independent; Extensive strategic shareholdings; Insufficient gender diversity/no diversity policy; Responsible for lack of board independence	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Board is not sufficiently independent; Extensive strategic shareholdings; Responsible for lack of board independence	0	1	0	0	0	0	0	0	0	1
		Board is not sufficiently independent; Responsible for lack of board independence	0	5	0	0	0	0	0	0	0	5
		Board is not sufficiently independent; Serves on too many boards; Insufficient risk committee independence	0	1	0	0	0	0	0	0	0	1
		Candidate withdrawn	0	0	2	0	0	0	0	0	0	2
		CFO on board	0	3	0	0	0	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Compensation committee chair not independent; Insider on compensation committee; Insufficient compensation committee independence requirement; Non-director on remuneration committee; Board is not sufficiently independent; Insufficient nominating committee independence requirement; Nominating committee chair not independent; Non-director on nomination committee; Responsible for lack of board independence	0	1	0	0	0	0	0	0	0	1
		Did not implement SHP passed by a majority; Director received excessive against/withhold votes	0	0	1	0	0	0	0	0	0	1
		Director serves on excessive audit committees	0	3	0	0	0	0	0	0	0	3
		Excessive board size	0	1	0	0	0	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Extensive strategic shareholdings; Responsible for lack of board independence	0	1	0	0	0	0	0	0	0	1
		In Australia, vote case-by-case.	4	0	0	0	0	0	0	0	0	4
		Incomplete committee meeting and/or attendance disclosure	0	1	0	0	0	0	0	0	0	1
		Insufficient audit committee independence	0	1	0	0	0	0	0	0	0	1
		Insufficient information provided	0	0	1	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
		Insufficient shareholder protections for virtual-only meeting; Lack of board gender diversity	0	2	0	0	0	0	0	0	0	2
		IPO governance concerns	0	2	0	0	0	0	0	0	0	2
		Lack of board gender diversity	0	1	0	0	0	0	0	0	0	1
		Less than 75% Attendance	1	2	0	0	0	0	0	0	0	3
		Less than 75% Attendance; Potential overcommitment	0	1	0	0	0	0	0	0	0	1
		No independent lead or presiding director	0	6	0	0	0	0	0	0	0	6
		No Stated Reason	4632	53	2	176	0	0	0	0	0	4863

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Non-audit fees exceed audit fees	0	3	0	0	0	0	0	0	0	3
		Non-audit fees exceed audit fees; Serves on too many boards	0	1	0	0	0	0	0	0	0	1
		Ongoing compensation concerns	0	2	0	0	0	0	0	0	0	2
		Ongoing compensation concerns; Did not implement SHP passed by a majority	0	0	2	0	0	0	0	0	0	2
		Ongoing compensation concerns; Insufficient response to shareholder dissent	0	4	0	0	0	0	0	0	0	4
		Ongoing compensation concerns; Insufficient response to shareholder dissent; Less than 75% Attendance	0	0	1	0	0	0	0	0	0	1
		Other compensation issues	2	0	0	0	0	0	0	0	0	2
		Other governance issue	0	3	0	0	0	0	0	0	0	3
		Other unique issue	0	3	0	0	0	0	0	0	0	3
		Potential overcommitment	1	1	0	0	0	0	0	0	0	2
		Professional Services Relationship	0	3	0	0	0	0	0	0	0	3
		Related party transactions	0	5	0	0	0	0	0	0	0	5

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Related party transactions; Related party transactions disclosure concern	0	1	0	0	0	0	0	0	0	1
		Responsible for lack of board independence	1	0	0	0	0	0	0	0	0	1
		Serves on too many boards	2	34	0	0	0	0	0	0	0	36
		Serves on too many boards; Did not implement SHP passed by a majority	0	0	1	0	0	0	0	0	0	1
		The company has had no new board nominees in the past 5 years.	0	15	0	0	0	0	0	0	0	15
		The compensation committee is not majority independent.	0	7	0	0	0	0	0	0	0	7
		The nominating governance committee is not majority independent.	0	5	0	0	0	0	0	0	0	5
		The nominating governance committee is not majority independent. The compensation committee is not majority independent.	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
						Action						
		The nominating governance committee is not majority independent. The compensation committee is not majority independent.	0	9	0	0	0	0	0	0	0	9
		The nominating governance committee is not majority independent. The compensation committee is not majority independent. The nominee is not independent and the board does not have at least a majority of non-independent directors.	0	0	1	0	0	0	0	0	0	1
		The nominating governance committee is not majority independent. There are no women serving on the board. Vote against a non-independent nominee if at least a majority of the board is not independent.	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		The nominating governance committee is not majority independent. Vote against a non-independent nominee if at least a majority of the board is not independent.	0	7	0	0	0	0	0	0	0	7
		The nominating governance committee is not majority independent. Vote against a non-independent nominee if at least a majority of the board is not independent. The compensation committee is not majority independent.	0	18	0	0	0	0	0	0	0	18
		The nominee is not independent and the board does not have at least a majority of non-independent directors.	0	5	1	0	0	0	0	0	0	6
		There are no women serving on the board and the new nominee to the board is male.	0	11	0	0	0	0	0	0	0	11

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		There are no women serving on the board and the new nominee to the board is male. The company has had no new board nominees in the past 5 years.	0	1	0	0	0	0	0	0	0	1
		There are no women serving on the board and the new nominee to the board is male. There are no women serving on the board. The company has had no new board nominees in the past 5 years.	0	2	0	0	0	0	0	0	0	2
		There are no women serving on the board.	0	6	0	0	0	0	0	0	0	6
		There are no women serving on the board. The compensation committee is not majority independent.	0	1	0	0	0	0	0	0	0	1
		There are no women serving on the board. The nominee is not independent and the board does not have at least a majority of non-independent directors.	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		There are no women serving on the board. Vote against a non-independent nominee if at least a majority of the board is not independent.	0	5	0	0	0	0	0	0	0	5
		Unaudited financial statements	0	1	0	0	0	0	0	0	0	1
		Virtual-only meeting limits shareholder participation	2	1	0	0	0	0	0	0	0	3
		Vote against a non-independent nominee if at least a majority of the board is not independent.	0	372	0	0	0	0	0	0	0	372
		Vote against a non-independent nominee if at least a majority of the board is not independent. The company has had no new board nominees in the past 5 years.	0	3	0	0	0	0	0	0	0	3
		Vote against a non-independent nominee if at least a majority of the board is not independent. The compensation committee is not majority independent.	0	8	0	0	0	0	0	0	0	8

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Vote against a non-independent nominee if at least a majority of the board is not independent. There are no women serving on the board and the new nominee to the board is male.	0	16	0	0	0	0	0	0	0	16
	Election of Directors (Bundled Issues)											
		Compensation policy is not in best interests of shareholders; Other compensation issues	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Election of Directors (Slate)											
		Board is not sufficiently independent	1	3	0	0	0	0	0	0	0	4
		Insufficient information provided	0	4	2	0	0	0	0	0	0	6
		No Stated Reason	10	0	0	0	0	0	0	0	0	10
	Election of Directors (Slate) Bundled with Other Items											
		Insufficient information provided	0	1	3	0	0	0	0	0	0	4
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
	Election of Minority or Preferred Shareholder Nomin											
		Insufficient information provided	0	0	5	0	0	0	0	0	0	5





Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
Election of Statutory Auditor Slate												
		No Stated Reason	2	0	4	0	0	0	0	0	0	6
Election of Statutory Auditors												
		No Stated Reason	31	0	0	0	0	0	0	0	0	31
		Professional Services Relationship	0	1	0	0	0	0	0	0	0	1
		Statutory auditor board is not sufficiently independent	0	3	0	0	0	0	0	0	0	3
		Statutory auditor board is not sufficiently independent; Board is not sufficiently independent	0	2	0	0	0	0	0	0	0	2
Election of Supervisory Board												
		Affiliate/Insider on a committee; Affiliate/Insider on audit committee; Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	0	1	0	0	0	0	0	0	0	1
		Affiliate/Insider on audit committee; Audit committee chair not independent	0	1	0	0	0	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
	Post-Employment /Severance Agreements											
		No Stated Reason	12	1	0	0	0	0	0	0	0	13
	Ratification of Board Acts - Legal											
		Insufficient response to shareholder dissent	0	2	0	0	0	0	0	0	0	2
		No Stated Reason	248	0	0	3	0	0	0	0	0	251
		Not in shareholders" best interests	0	2	0	0	0	0	0	0	0	2
		Ongoing investigations	0	0	2	0	0	0	0	0	0	2
		Poor response to prior year dissent	0	1	0	0	0	0	0	0	0	1
		Potential conflict of interests	0	1	0	0	0	0	0	0	0	1
	Ratification of Co-Option of a Director											
		Board is not sufficiently independent; Attendance; Serves on too many boards; Board is not sufficiently independent; Less than 75% Attendance; Serves on too many boards	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	18	0	0	0	0	0	0	0	0	18
		Serves on too many boards	1	0	0	0	0	0	0	0	0	1
	Ratification of Management Acts - Legal											
		No Stated Reason	62	0	0	13	0	0	0	0	0	75

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Ongoing investigations	0	0	2	0	0	0	0	0	0	2
	Related Party Transactions											
		Granting unfettered discretion is unwise; Potential conflict of interests	0	1	0	0	0	0	0	0	0	1
		Insufficient information provided	0	0	4	0	0	0	0	0	0	4
		No Stated Reason	53	1	0	0	0	0	0	0	0	54
		Potential conflict of interests; Granting unfettered discretion is unwise	0	3	0	0	0	0	0	0	0	3
	Retention as Independent Director											
		No Stated Reason	3	0	0	0	0	0	0	0	0	3
		Not in shareholders' best interests	0	4	0	0	0	0	0	0	0	4
<b>Capital Management</b>			<b>770</b>	<b>116</b>	<b>31</b>	<b>19</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>905</b>
	Amendment to Borrowing Powers											
		No Stated Reason	3	0	0	0	0	0	0	0	0	3
	Approval of Borrowing											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Authority to Give Guarantees											
		Guarantees exceed net assets	0	2	0	0	0	0	0	0	0	2
		Insufficient information provided	0	0	2	0	0	0	0	0	0	2

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Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Potential dilution exceeds recommended threshold	0	2	0	0	0	0	0	0	0	2
	Cancellation of Authorized Stock											
		No Stated Reason	47	0	0	7	0	0	0	0	0	54
	Creation of New Share Class											
		No Stated Reason	3	0	0	0	0	0	0	0	0	3
	Increase in Authorized Capital											
		Excessively dilutive	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	31	0	0	5	0	0	0	0	0	36
		Potential dilution exceeds recommended threshold	0	3	0	0	0	0	0	0	0	3
	Increase in Authorized Common Stock											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Increase in/Authorization of Preferred Stock											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Issuance of Common Stock											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Issuance of Convertible Debt Instruments											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Issuance of Debt Instruments											
		Excessive debt	0	1	0	0	0	0	0	0	0	1

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Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		No Stated Reason	3	0	0	0	0	0	0	0	0	3
	Repurchase of Shares											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
		Repurchase price not disclosed	0	0	1	0	0	0	0	0	0	1
	Reverse Stock Split											
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
	Stock Split											
		No Stated Reason	11	0	0	0	0	0	0	0	0	11
	Use/Transfer of Reserves											
		No Stated Reason	6	0	0	0	0	0	0	0	0	6
<b>Changes to Company Statutes</b>			<b>408</b>	<b>56</b>	<b>5</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>470</b>
	Adoption of Majority Vote for Election of Directors											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Adoption of New Articles											
		Limits shareholder rights	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	25	0	0	0	0	0	0	0	0	25
	Adoption of Shareholder Rights' Plan											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled											
		Amendment is not in best interests of shareholders	0	1	0	0	0	0	0	0	0	1

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Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
	Waiving of Mandatory Takeover Requirement											
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
<b>Compensation</b>			<b>1532</b>	<b>282</b>	<b>2</b>	<b>62</b>	<b>0</b>	<b>0</b>	<b>14</b>	<b>0</b>	<b>0</b>	<b>1890</b>
	Adoption of Employee Stock Purchase Plan											
		No Stated Reason	6	0	0	0	0	0	0	0	0	6
	Adoption of Equity Compensation Plan											
		Cost of plan is excessive	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	20	0	0	0	0	0	0	0	0	20
	Adoption of Restricted Stock Plan											
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
		Potential for excessive pay	0	1	0	0	0	0	0	0	0	1
	Adoption of Short Term Incentive Plan											
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
	Advisory Vote on Executive Compensation											
		Concerning pay practices	0	12	0	0	0	0	0	0	0	12
		Concerning pay practices; Excessive compensation; Pay and performance disconnect	0	1	0	0	0	0	0	0	0	1
		Concerning pay practices; Pay and performance disconnect	0	1	0	0	0	0	0	0	0	1
		Excessive compensation	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Excessive granting practices in light of COVID-19	0	1	0	0	0	0	0	0	0	1
		Grants are excessive	0	2	0	0	0	0	0	0	0	2
		Insufficient response to shareholder dissent; Pay and performance disconnect	0	1	0	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Poor overall design	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	214	1	0	0	0	0	0	0	0	215
		Pay and performance disconnect	1	2	0	0	0	0	0	0	0	3
		Pay and performance disconnect; Concerning pay practices	0	2	0	0	0	0	0	0	0	2
		Pay and performance disconnect; Insufficient response to shareholder dissent	0	2	0	0	0	0	0	0	0	2
		Pay and performance disconnect; Poorly justified adjustments relating to COVID-19	0	1	0	0	0	0	0	0	0	1
		Poor compensation structure/performance conditions	0	1	0	0	0	0	0	0	0	1
		Poor overall design	0	4	0	0	0	0	0	0	0	4



Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Poorly justified adjustments relating to COVID-19	0	2	0	0	0	0	0	0	0	2
		Poorly justified adjustments relating to COVID-19; Concerning pay practices	0	1	0	0	0	0	0	0	0	1
		Substantial retention awards	0	1	0	0	0	0	0	0	0	1
	Advisory Vote on Severance											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Amendment to Director Equity Compensation Plan											
		Excessive compensation; Poor overall compensation disclosure	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	4	0	0	0	0	0	0	0	0	4
	Amendment to Employee Stock Purchase Plan											
		No Stated Reason	7	0	0	0	0	0	0	0	0	7
	Amendment to Equity Compensation Plan											
		No Stated Reason	30	0	0	0	0	0	0	0	0	30
	Amendment to Restricted Stock Plan											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Amendment to Stock Option Plan											
		Excessively dilutive; NEDs may participate in executive plan	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Excessively dilutive; Poor overall design	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	21	1	0	0	0	0	0	0	0	22
		Poorly justified adjustments relating to COVID- 19	0	1	0	0	0	0	0	0	0	1
	Amendment to Stock Purchase Plan											
		No Stated Reason	2	1	0	0	0	0	0	0	0	3
	Bonus											
		Compensation policy is not in best interests of shareholders	0	1	0	0	0	0	0	0	0	1
		Excessive bonus	0	1	0	0	0	0	0	0	0	1
		Grants made to outsiders and/or statutory auditors	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	0	0	0	8
		Not in shareholders' best interests	0	1	0	0	0	0	0	0	0	1
	Bonus/162(m) Plan											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Bonuses for Retiring Directors (JP)											
		Not linked to performance	0	1	0	0	0	0	0	0	0	1
	Capital Proposal to Implement Equity Compensat											
		No Stated Reason	25	0	0	1	0	0	0	0	0	26

Issue Code	Category	Issue Short Text	Rationale Reason	Take No									
				For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
			Not in shareholders'' best interests	0	1	0	0	0	0	0	0	0	1
			Not linked to performance; Short vesting period	0	1	0	0	0	0	0	0	0	1
			Poor overall compensation disclosure	0	2	0	0	0	0	0	0	0	2
			Poor overall compensation disclosure; Poor overall design	0	1	0	0	0	0	0	0	0	1
			Short vesting period	0	1	0	0	0	0	0	0	0	1
		Directors' Fees											
			Compensation policy is not in best interests of shareholders	0	1	0	0	0	0	0	0	0	1
			Excessive Bonus	0	1	0	0	0	0	0	0	0	1
			Excessive bonus	0	2	0	0	0	0	0	0	0	2
			Excessive compensation	0	5	0	0	0	0	0	0	0	5
			Insufficient information provided	0	3	1	0	0	0	0	0	0	4
			No Stated Reason	171	0	0	2	0	0	0	0	0	173
			Non-executive participation linked to performance	0	1	0	0	0	0	0	0	0	1
		Directors' Stock Option Plan											
			No Stated Reason	3	0	0	0	0	0	0	0	0	3
		Employment Agreement											

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Compensation policy is not in best interests of shareholders	0	2	0	0	0	0	0	0	0	2
		Compensation policy is not in best interests of shareholders; Concerning pay practices	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	11	0	0	0	0	0	0	0	0	11
		Short vesting period; One-time bonus	0	1	0	0	0	0	0	0	0	1
	Misc. Proposal Regarding Compensation											
		No Stated Reason	36	1	0	2	0	0	0	0	0	39
		Not in shareholders' best interests	0	1	0	0	0	0	0	0	0	1
		Poor response to prior year dissent	0	1	0	0	0	0	0	0	0	1
		Poor response to prior year dissent; Poor overall design; Poor overall compensation disclosure	0	1	0	0	0	0	0	0	0	1
		Poor response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)											
		Equity grant to major shareholder	0	1	0	0	0	0	0	0	0	1
		Excessive compensation	0	1	0	0	0	0	0	0	0	1
		Insufficient justification	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		NEDs may participate in executive plan	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	104	0	0	15	0	0	0	0	0	119
	Remuneration Policy (Forward-Looking)											
		Compensation policy is not in best interests of shareholders	0	1	0	0	0	0	0	0	0	1
		Equity awards to controlling shareholder	0	1	0	0	0	0	0	0	0	1
		Equity grant to major shareholder; Poor response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
		Increase is excessive	0	1	0	0	0	0	0	0	0	1
		Increase is excessive; Poor overall design; Poor overall compensation disclosure; Poor response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
		Increase is excessive; Poor response to shareholder dissent; Poor overall design; Poor overall compensation disclosure	0	1	0	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
		Introduction of Transaction Bonus	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		NEDs may participate in executive plan	0	1	0	0	0	0	0	0	0	1
		No individual payout limits under LTI	0	1	0	0	0	0	0	0	0	1
		No limits on LTI awards; STI metrics not disclosed	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	73	0	0	21	0	0	0	0	0	94
		No variable pay	0	1	0	0	0	0	0	0	0	1
		Poor compensation structure/performance conditions; Poor overall compensation disclosure; Poor response to prior year dissent	0	1	0	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor compensation structure/performance conditions	0	1	0	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design	0	1	0	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to prior year dissent	0	1	0	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to shareholder dissent	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Poor overall design; Pay-for-performance disconnect in light of COVID-19	0	1	0	0	0	0	0	0	0	1
		Poor overall design; Poor overall compensation disclosure; Equity awards to controlling shareholder	0	1	0	0	0	0	0	0	0	1
		Potential for excessive pay	0	1	0	0	0	0	0	0	0	1
		Short performance period for LTIP; Poor response to prior year dissent	0	4	0	0	0	0	0	0	0	4
	Remuneration Report (Retrospective)											
		CEO pay that is unreasonable compared with other members of the executive team, as it's more than twice the pay of the next most highly paid executive.	0	2	0	0	0	0	0	0	0	2
		Concerning pay practices	0	1	0	0	0	0	0	0	0	1
		Discretionary performance assessment	0	1	0	0	0	0	0	0	0	1
		Equity award to major shareholder; Poorly justified adjustments relating to COVID- 19	0	1	0	0	0	0	0	0	0	1
		Equity awards to controlling shareholder; Poor overall design	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Equity grant to major shareholder; Poor response to shareholder dissent; Increase is excessive	0	1	0	0	0	0	0	0	0	1
		Excessive compensation; Concerning pay practices	0	1	0	0	0	0	0	0	0	1
		Excessive compensation; Poor overall design; Poor overall compensation disclosure	0	1	0	0	0	0	0	0	0	1
		Excessive discretionary awards	0	1	0	0	0	0	0	0	0	1
		Excessive LTI grants	0	1	0	0	0	0	0	0	0	1
		In Australia, vote case-by-case.	1	1	0	0	0	0	0	0	0	2
		Increase is excessive	0	1	0	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Pay and performance disconnect	0	1	0	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Poor compensation structure/performance conditions; Poor overall compensation disclosure	0	1	0	0	0	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Insufficient response to shareholder dissent; Unchallenging performance targets	0	1	0	0	0	0	0	0	0	1
		Lacks long-term incentive plan	0	1	0	0	0	0	0	0	0	1
		Lowered STI performance targets; Awarded discretionary STI increase	0	1	0	0	0	0	0	0	0	1
		NEDs may participate in executive plan	0	2	0	0	0	0	0	0	0	2
		No performance targets; Short vesting period; Poor response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	370	45	0	20	0	0	0	0	0	435
		No variable pay	0	1	0	0	0	0	0	0	0	1
		Pay and performance disconnect	0	1	0	0	0	0	0	0	0	1
		Pay-for-performance disconnect in light of COVID-19	0	1	0	0	0	0	0	0	0	1
		Poor compensation structure/performance conditions	0	2	0	0	0	0	0	0	0	2
		Poor overall compensation disclosure	0	2	0	0	0	0	0	0	0	2
		Poor overall compensation disclosure; Lacks long-term incentive plan	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No		Mixed	1 Year	2 Years	3 Years	Total
						Action	Unvoted					
		Poor overall compensation disclosure; Poor overall design; Equity awards to controlling shareholder	0	1	0	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Increase is excessive; Poor response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
		Poor overall design	0	11	0	0	0	0	0	0	0	11
		Poor overall design; Poor overall compensation disclosure; Poor response to shareholder dissent	0	3	0	0	0	0	0	0	0	3
		Poor overall design; Poor response to prior year dissent	0	1	0	0	0	0	0	0	0	1
		Poor response to shareholder dissent; Poor overall compensation disclosure; Poor overall design	0	2	0	0	0	0	0	0	0	2
		Poor response to shareholder dissent; Poor overall design; Poor overall compensation disclosure	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Poorly justified adjustments relating to COVID-19	0	5	0	0	0	0	0	0	0	5
		Same Performance Metrics for LTI and STI; Removal of performance conditions	0	2	0	0	0	0	0	0	0	2
		Short performance period for LTIP	0	4	0	0	0	0	0	0	0	4
		Upward discretion exercised	0	2	0	0	0	0	0	0	0	2
Say When on Pay												
		An annual advisory vote on executive compensation is in the best interests of shareholders	0	0	0	0	0	0	2	0	0	2
		No Stated Reason	0	0	0	0	0	0	12	0	0	12
Statutory Auditors' Fees												
		Excessive compensation	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	0	0	0	8
Stock Option Grants												
		CEO pay that is unreasonable compared with other members of the executive team, as it's more than twice the pay of the next most highly paid executive.	0	2	0	0	0	0	0	0	0	2
		Change of control provision	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Change of control provision; Excessive range of participants	0	1	0	0	0	0	0	0	0	1
		In Australia, vote case-by-case.	1	1	0	0	0	0	0	0	0	2
		No Stated Reason	272	43	0	0	0	0	0	0	0	315
		Pay and performance disconnect; Equity grant to major shareholder	0	1	0	0	0	0	0	0	0	1
		Plan is not in best interests of shareholders	0	1	0	0	0	0	0	0	0	1
Stock Option Plan												
		Change of control provision	0	1	0	0	0	0	0	0	0	1
		Discount exceeds reasonable limits	0	2	0	0	0	0	0	0	0	2
		Discount exceeds reasonable limits; Potential conflict of interests	0	1	0	0	0	0	0	0	0	1
		Excessive range of participants	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	74	0	0	0	0	0	0	0	0	74
		Non-executive participation linked to performance	0	1	0	0	0	0	0	0	0	1
		Not in shareholders' best interests	0	2	0	0	0	0	0	0	0	2
		Poor overall design	0	2	0	0	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Poor overall design; Pay-for-performance disconnect in light of COVID-19	0	1	0	0	0	0	0	0	0	1
		Potential for excessive grants	0	1	0	0	0	0	0	0	0	1
	Stock Purchase Plan											
		No Stated Reason	46	0	0	0	0	0	0	0	0	46
		Potential dilution exceeds recommended threshold	0	1	0	0	0	0	0	0	0	1
	Supervisory Board/ Corp Assembly Fees											
		Increase is excessive	0	1	0	0	0	0	0	0	0	1
		Insufficient information provided	0	0	1	0	0	0	0	0	0	1
		Insufficient justification	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	14	0	0	1	0	0	0	0	0	15
		Non-executive participation linked to performance; Poor response to shareholder dissent	0	1	0	0	0	0	0	0	0	1
	Trust Type Equity Plans (JP)											
		No Stated Reason	3	0	0	0	0	0	0	0	0	3
<b>M&amp;A</b>			<b>130</b>	<b>2</b>	<b>4</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>133</b>
	Divestiture/Spin-off											
		Insufficient information provided	0	0	1	0	0	0	0	0	0	1

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Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Insufficient information provided	0	0	4	0	0	0	0	0	0	4
		No Stated Reason	78	0	0	0	0	0	0	0	0	78
		Not in shareholders' best interests	0	2	0	0	0	0	0	0	0	2
	Right to Adjourn Meeting											
		No Stated Reason	7	0	0	0	0	0	0	0	0	7
	Routine Meeting Item											
		No Stated Reason	99	0	0	9	0	0	0	0	0	108
	Transact Other Business											
		Granting unfettered discretion is unwise	0	5	0	0	0	0	0	0	0	5
		No Stated Reason	0	0	0	5	0	0	0	0	0	5
<b>Other</b>			<b>152</b>	<b>48</b>	<b>43</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>201</b>
	Approval of Political Donation											
		Generally vote Against proposals to approve political donations.	0	22	0	0	0	0	0	0	0	22
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Approve Technical Vote Requirements											
		Affiliate/Insider on a committee	0	2	0	0	0	0	0	0	0	2
		Affiliate/Insider on a committee; Board is not sufficiently independent	0	1	0	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Allocate votes proportionally among all directors	0	0	21	0	0	0	0	0	0	21
		Alternate nominees in the best interests of shareholders	0	0	3	0	0	0	0	0	0	3
		No Stated Reason	46	0	0	0	0	0	0	0	0	46
		Not in shareholders' best interests	0	2	0	0	0	0	0	0	0	2
		Not in shareholders' best interests	0	11	0	0	0	0	0	0	0	11
		Potential unknown nominees w/o shareholder approval	0	3	0	0	0	0	0	0	0	3
		Serves on too many boards	0	2	0	0	0	0	0	0	0	2
	Authorization of Charitable Donations											
		Insufficient information provided	0	2	0	0	0	0	0	0	0	2
		No Stated Reason	7	0	0	0	0	0	0	0	0	7
	Bondholder/Bankruptcy Proposal											
		No Stated Reason	0	0	14	0	0	0	0	0	0	14
	Declaration of Material Interest											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Management Proposal Regarding ESG Issues											
		No Stated Reason	6	0	0	1	0	0	0	0	0	7



[illegible]



Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
		We believe that companies who position themselves as 'climate-aware' should avoid industry associations and lobby groups whose policies are inconsistent with the Paris climate change agreement.	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Environmental Report											
		No Stated Reason	3	0	0	0	0	0	0	0	0	3
	SHP Regarding Formation of Environmental/Social Commit											
		Favor the establishment of a board environmental committee	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Misc. Energy/Environmental Issues											
		Favor increased environmental reporting/responsibility.	5	0	0	0	0	0	0	0	0	5
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Misc. Environmental Issue											
		No Stated Reason	1	0	0	4	0	0	0	0	0	5

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Report on Antibiotics in Animal Agricult											
		Favor report on animal antibiotics.	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change											
		Audited climate reporting could provide actionable information for shareholders.	1	0	0	0	0	0	0	0	0	1
		Favor increased environmental reporting/responsibility.	6	0	0	0	0	0	0	0	0	6
		No Stated Reason	10	2	0	0	0	0	0	0	0	12

[illegible]

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		The adoption of targets to reduce the company's exposure to fossil fuels is warranted. Adoption of reduction targets aimed to limit the company's exposure to fossil fuels would enable shareholders to better understand how the company is managing climate change related-risks and assess the effectiveness of the company's related efforts.	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Reporting and Reducing Greenhouse Gas Em											
		Favor increased environmental reporting/responsibility.	5	0	0	0	0	0	0	0	0	5
		No Stated Reason	0	0	0	1	0	0	0	0	0	1
		We will push for companies to provide independent evidence of action taken to progress towards the Paris climate change agreement emissions reduction target.	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Sustainability or Environmental Reports											
		No Stated Reason	0	0	0	1	0	0	0	0	0	1
<b>SHP: Governance</b>			<b>102</b>	<b>58</b>	<b>2</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>166</b>

[illegible]





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Issue Code	Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
			The Company's 25% ownership threshold is too high to provide shareholders with a meaningful right to action by written consent	1	0	0	0	0	0	0	0	0	1
		SHP Regarding Right to Call a Special Meeting											
			A 10% threshold for calling a special meeting is appropriate	8	0	0	0	0	0	0	0	0	8
			A 15% threshold for calling a special meeting is appropriate	3	0	0	0	0	0	0	0	0	3
			A 20% special meeting right is preferable to a 25% right	1	0	0	0	0	0	0	0	0	1
			No Stated Reason	0	3	0	0	0	0	0	0	0	3
			Not in the best interests of shareholders	0	1	0	0	0	0	0	0	0	1
		SHP Regarding Special Audit											
			No Stated Reason	0	0	0	1	0	0	0	0	0	1
		SHP Regarding Trained, Qualified Directors on Environ											
			No Stated Reason	3	0	0	0	0	0	0	0	0	3
		SHP Shareholder Access to the Nomination Process (Prox											
			No Stated Reason	11	0	0	0	0	0	0	0	0	11
SHP: Misc				0	1	0	0	0	0	0	0	0	1
SHP: Misc. Issues													



Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Additional reporting on diversity and inclusion is necessary for shareholders to understand how the Company is managing this issue	1	0	0	0	0	0	0	0	0	1
		Disclosure will help shareholders assess the Company's response and handling of mandatory arbitration in employee disputes	1	0	0	0	0	0	0	0	0	1
		Employees and shareholders would benefit from an independent investigation into harassment	1	0	0	0	0	0	0	0	0	1
		Enhanced disclosure would allow shareholders a better understanding of how the issue of diversity was being managed	1	0	0	0	0	0	0	0	0	1
		Enhanced disclosure would allow shareholders a better understanding of how the issue of diversity was being managed and overseen	3	0	0	0	0	0	0	0	0	3
		No Stated Reason	1	2	0	0	0	0	0	0	0	3

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Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Favor improved human/political rights policies/disclosure.	4	0	0	0	0	0	0	0	0	4
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Reviewing Charitable Spending											
		Shareholder proposal is anti-social.	0	1	0	0	0	0	0	0	0	1
	SHP Regarding Reviewing Political Spending or Lobbying											
		Favor review/limit political spending.	20	0	0	0	0	0	0	0	0	20
		Increased disclosure would allow shareholders to more fully assess risks presented by the Company's indirect lobbying activities	1	0	0	0	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	0	0	0	1

## Proposal Reasons – Votes Versus Management

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
<b>Total for all Categories</b>			<b>9870</b>	<b>1750</b>	<b>442</b>	<b>0</b>	<b>206</b>	<b>0</b>	<b>12268</b>
<b>Audit/Financials</b>			<b>1238</b>	<b>201</b>	<b>61</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>1501</b>
	Accounts and Reports (Bundled Issues)								
		No Stated Reason		28	0	2	0	0	30

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Unaudited financial statements	3	19	0	0	0	0	22
	Allocation of Profits/Dividends								
		No Stated Reason	305	0	23	0	0	0	328
		Insufficient information provided	0	4	0	0	0	0	4
	Appointment of Auditor								
		No Stated Reason	145	1	18	0	0	0	164
		Excessive auditor tenure.	3	22	0	0	0	0	25
		Insufficient information provided	0	2	0	0	0	0	2
	Appointment of Auditor and Authority to Set Fees								
		No Stated Reason	98	0	0	0	0	0	98
		Excessive auditor tenure.	0	10	0	0	0	0	10
		Failure to disclose breakdown of fees; Appointment of the auditor is for multiple years	0	1	0	0	0	0	1
		Insufficient information provided	0	3	0	0	0	0	3
		Insufficient information provided; Failure to disclose breakdown of fees	0	1	0	0	0	0	1
		Excessive non-audit fees	0	1	0	0	0	0	1
	Appointment of Special Auditor								



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Approval of Non-Financial Reports	No Stated Reason	2	0	0	0	0	0	2
	Approve Payment of Fees to Special Auditors	No Stated Reason	80	0	0	0	0	0	80
	Authority to Set Auditor's Fees	No Stated Reason	9	0	0	0	0	0	9
	Bonus Dividend/Bonus Share Issue	No Stated Reason	68	0	2	0	1	0	71
		Excessive non-audit fees	0	1	0	0	0	0	1
	Financial Statements	No Stated Reason	13	0	1	0	0	0	14
	Number of Auditors	No Stated Reason	325	0	15	0	0	0	340
		Unaudited financial statements	0	1	0	0	0	0	1
		Insufficient information provided	0	3	0	0	0	0	3
	Ratification of Alternate Auditor	No Stated Reason	6	0	0	0	0	0	6
	Ratification of Auditor	No Stated Reason	6	0	0	0	0	0	6
		No Stated Reason	124	0	0	0	0	0	124

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive auditor tenure.	0	131	0	0	0	0	131
		Auditor contract contains alternative dispute resolution procedures	0	1	0	0	0	0	1
	Ratification of Auditor's Acts								
		No Stated Reason	5	0	0	0	0	0	5
	Stock Dividend/Dividend Reinvestment								
		No Stated Reason	18	0	0	0	0	0	18
<b>Board Related</b>			<b>5448</b>	<b>779</b>	<b>251</b>	<b>0</b>	<b>60</b>	<b>0</b>	<b>6538</b>
	Approval of Nominating Committee Guidelines/Appoint								
		No Stated Reason	12	0	1	0	0	0	13
	Approve Censor								
		Insufficient Justification	1	0	0	0	0	0	1
	Approve Special Auditor's Report								
		No Stated Reason	20	0	0	0	0	0	20
	Approve Supervisory Council								
		Insufficient information provided	0	1	0	0	2	0	3
		No Stated Reason	31	0	0	0	10	0	41
		Support Other Candidate	0	0	0	0	1	0	1
		Minority candidate is supported over management/controller candidate/s	0	7	0	0	0	0	7

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Potential unknown nominees w/o shareholder approval	0	0	0	0	2	0	2
		Supervisors are not sufficiently independent	0	10	0	0	0	0	10
		Other governance concerns	0	1	0	0	0	0	1
	Approve Supervisory Council Size								
		No Stated Reason	2	0	0	0	0	0	2
	Board Size								
		No Stated Reason	31	0	0	0	1	0	32
		Board size is above maximum threshold	0	1	0	0	0	0	1
	Board Spill								
		No Stated Reason	15	0	0	0	1	0	16
	Board Term Length								
		Insufficient information provided	0	1	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
	Election of Alternate Statutory Auditor								
		No Stated Reason	7	0	0	0	0	0	7
	Election of Board Committee Members								
		No Stated Reason	75	0	54	0	1	0	130
		Affiliate/Insider on a committee	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Board size	0	1	0	0	0	0	1
		Serves on too many boards	0	2	0	0	0	0	2
		Serves on more than three public company audit committees	0	1	0	0	0	0	1
		Insufficient audit committee independence; Board is not sufficiently independent; Professional Services Relationship	1	0	0	0	0	0	1
		Audit committee chair not independent	0	1	0	0	0	0	1
		Insufficient information provided	0	2	0	0	0	0	2
		Affiliate/Insider on a committee; Affiliate/Insider on audit committee; Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	0	1	0	0	0	0	1
		No independent lead or presiding director	0	1	0	0	0	0	1
		Director serves on excessive audit committees	0	1	0	0	0	0	1
		Insufficient audit committee independence	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
Election of Directors									
		No Stated Reason	4626	53	176	0	8	0	<b>4863</b>
		In Australia, vote case-by-case.	4	0	0	0	0	0	<b>4</b>
		There are no women serving on the board.	0	5	0	0	1	0	<b>6</b>
		Insufficient shareholder protections for virtual-only meeting; Lack of board gender diversity	0	2	0	0	0	0	<b>2</b>
		Auditor not up for ratification	0	3	0	0	0	0	<b>3</b>
		There are no women serving on the board and the new nominee to the board is male.	0	10	0	0	1	0	<b>11</b>
		Vote against a non-independent nominee if at least a majority of the board is not independent.	0	367	0	0	5	0	<b>372</b>
		CFO on board	0	3	0	0	0	0	<b>3</b>
		The company has had no new board nominees in the past 5 years.	0	15	0	0	0	0	<b>15</b>
		Serves on too many boards	2	34	0	0	0	0	<b>36</b>
		IPO governance concerns	0	2	0	0	0	0	<b>2</b>

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Adopted forum selection clause in past year w/o shareholder approval	0	10	0	0	0	0	10
		Virtual-only meeting limits shareholder participation	2	1	0	0	0	0	3
		Vote against a non-independent nominee if at least a majority of the board is not independent. The compensation committee is not majority independent.	0	8	0	0	0	0	8
		Incomplete committee meeting and/or attendance disclosure	0	1	0	0	0	0	1
		Affiliate/Insider on audit committee	0	1	0	0	0	0	1
		Other governance issue	0	3	0	0	0	0	3
		Serves on too many boards; Did not implement SHP passed by a majority	0	1	0	0	0	0	1
		Ongoing compensation concerns; Did not implement SHP passed by a majority	0	2	0	0	0	0	2
		Did not implement SHP passed by a majority; Director received excessive against/withhold votes	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Vote against a non-independent nominee if at least a majority of the board is not independent. There are no women serving on the board and the new nominee to the board is male.	0	16	0	0	0	0	16
		Board is not sufficiently independent	0	10	0	0	0	0	10
		Insufficient response to shareholder dissent	0	1	0	0	0	0	1
		Related party transactions; Related party transactions disclosure concern	0	1	0	0	0	0	1
		Lack of board gender diversity	0	1	0	0	0	0	1
		Affiliate/Insider on nominating/governance committee	0	1	0	0	0	0	1
		Related party transactions	0	5	0	0	0	0	5
		Excessive board size	0	1	0	0	0	0	1
		Affiliate/Insider on compensation committee	0	1	0	0	0	0	1
		Board is not sufficiently independent; Responsible for lack of board independence	0	5	0	0	0	0	5

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		As Chair of Rio Tinto's Sustainability Committee they failed to adequately manage social & environmental risks with respect to the destruction of the Juukan Gorge rock shelters. As a consequence, the Chair should be held responsible for this event & loss of cultural significance.	0	1	0	0	0	0	1
		As Chair of the Audit Committee and a Member of the Sustainability Committee, they should have been aware of the deficiency in controls and process which ultimately resulted in the destruction of the Juukan Gorge.	0	1	0	0	0	0	1
		The nominating governance committee is not majority independent. Vote against a non-independent nominee if at least a majority of the board is not independent. The compensation committee is not majority independent.	0	16	0	0	2	0	18
		Beneficial owner on audit committee	0	1	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Less than 75% Attendance	1	2	0	0	0	0	3
		Audit committee met an insufficient number of times	0	5	0	0	0	0	5
		Auditor not up for ratification; No compensation committee; Vote results not disclosed	0	1	0	0	0	0	1
		The nominating governance committee is not majority independent. The compensation committee is not majority independent.	0	9	0	0	0	0	9
		Less than 75% Attendance; Potential overcommitment	0	1	0	0	0	0	1
		No independent lead or presiding director	0	6	0	0	0	0	6
		Potential overcommitment	1	1	0	0	0	0	2
		Director serves on excessive audit committees	0	3	0	0	0	0	3
		Audit fees or breakdown not disclosed; No financial expert	0	1	0	0	0	0	1
		Ongoing compensation concerns; Insufficient response to shareholder dissent	0	4	0	0	0	0	4

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		The nominee is not independent and the board does not have at least a majority of non-independent directors.	0	6	0	0	0	0	6
		Ongoing compensation concerns; Insufficient response to shareholder dissent; Less than 75% Attendance	0	1	0	0	0	0	1
		The nominating governance committee is not majority independent. The compensation committee is not majority independent. The nominee is not independent and the board does not have at least a majority of non-independent directors.	0	1	0	0	0	0	1
		Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	1	1	0	0	0	0	2
		The nominating governance committee is not majority independent.	0	5	0	0	0	0	5
		Candidate withdrawn	0	2	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		There are no women serving on the board and the new nominee to the board is male. There are no women serving on the board. The company has had no new board nominees in the past 5 years.	0	2	0	0	0	0	2
		There are no women serving on the board and the new nominee to the board is male. The company has had no new board nominees in the past 5 years.	0	1	0	0	0	0	1
		Unaudited financial statements	0	1	0	0	0	0	1
		The nominating governance committee is not majority independent. Vote against a non-independent nominee if at least a majority of the board is not independent.	0	7	0	0	0	0	7
		Responsible for lack of board independence	1	0	0	0	0	0	1
		Other unique issue	0	3	0	0	0	0	3
		Professional Services Relationship	0	3	0	0	0	0	3
		Other compensation issues	2	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		The compensation committee is not majority independent.	0	7	0	0	0	0	7
		The nominating governance committee is not majority independent. The compensation committee is not majority independent.	0	1	0	0	0	0	1
		Ongoing compensation concerns	0	2	0	0	0	0	2
		Non-audit fees exceed audit fees	0	3	0	0	0	0	3
		Vote against a non-independent nominee if at least a majority of the board is not independent. The company has had no new board nominees in the past 5 years.	0	3	0	0	0	0	3
		Attended less than 75% of board meetings; Less than 75% Attendance	0	0	0	0	1	0	1
		Non-audit fees exceed audit fees; Serves on too many boards	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		There are no women serving on the board. Vote against a non-independent nominee if at least a majority of the board is not independent.	0	5	0	0	0	0	5
		There are no women serving on the board. The compensation committee is not majority independent.	0	1	0	0	0	0	1
		Insufficient information provided	0	1	0	0	0	0	1
		The nominating governance committee is not majority independent. There are no women serving on the board. Vote against a non-independent nominee if at least a majority of the board is not independent.	0	1	0	0	0	0	1
		Audit committee met an insufficient number of times; Less than 75% Attendance	0	1	0	0	0	0	1
		Auditor not up for ratification; No financial expert; Serves on too many boards	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Board is not sufficiently independent; Serves on too many boards; Insufficient risk committee independence	0	1	0	0	0	0	1
		Compensation committee chair not independent; Insider on compensation committee; Insufficient compensation committee independence requirement; Non-director on remuneration committee; Board is not sufficiently independent; Insufficient nominating committee independence requirement; Nominating committee chair not independent; Non-director on nomination committee; Responsible for lack of board independence	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Board is not sufficiently independent; Extensive strategic shareholdings; Insufficient gender diversity/no diversity policy; Responsible for lack of board independence	0	1	0	0	0	0	1
		There are no women serving on the board. The nominee is not independent and the board does not have at least a majority of non-independent directors.	0	1	0	0	0	0	1
		Board is not sufficiently independent; Extensive strategic shareholdings; Responsible for lack of board independence	0	1	0	0	0	0	1
		Extensive strategic shareholdings; Responsible for lack of board independence	0	1	0	0	0	0	1
		Insufficient audit committee independence	0	1	0	0	0	0	1
		Audit committee chair not independent; Insufficient audit committee independence	0	1	0	0	0	0	1
	Election of Directors (Bundled Issues)								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Compensation policy is not in best interests of shareholders; Other compensation issues	0	1	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
	Election of Directors (Slate)								
		No Stated Reason	10	0	0	0	0	0	10
		Board is not sufficiently independent	1	3	0	0	0	0	4
		Insufficient information provided	0	6	0	0	0	0	6
	Election of Directors (Slate) Bundled with Other Items								
		No Stated Reason	2	0	0	0	0	0	2
		Insufficient information provided	0	4	0	0	0	0	4
	Election of Minority or Preferred Shareholder Nominee								
		Insufficient information provided	0	0	0	0	5	0	5
		No Stated Reason	0	0	0	0	7	0	7
		See Proposal 7.00	0	0	0	0	1	0	1
	Election of Non-Management Nominee								
		No Stated Reason	13	0	0	0	0	0	13
	Election of Non-Principal Members (Chairman, alternate								
		No Stated Reason	35	0	4	0	0	0	39



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Board is not sufficiently independent; No audit committee; No compensation committee; Potential overcommitment	0	1	0	0	0	0	1
		Related party transactions	0	1	0	0	0	0	1
		Insufficient information provided	0	1	0	0	0	0	1
		Affiliate/Insider on audit committee	0	1	0	0	0	0	1
		Fewer than three members on compensation committee	0	1	0	0	0	0	1
		Alternate nominees in the best interests of shareholders	0	0	0	0	2	0	2
		No independent lead or presiding director	0	1	0	0	0	0	1
	Election of Shareholder Representatives								
		No Stated Reason	6	0	0	0	0	0	6
	Election of Statutory Auditor Slate								
		No Stated Reason	0	0	0	0	6	0	6
	Election of Statutory Auditors								
		No Stated Reason	31	0	0	0	0	0	31
		Statutory auditor board is not sufficiently independent; Board is not sufficiently independent	0	2	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Statutory auditor board is not sufficiently independent	0	3	0	0	0	0	3
		Professional Services Relationship	0	1	0	0	0	0	1
Election of Supervisory Board									
		No Stated Reason	92	0	0	0	0	0	92
		Affiliate/Insider on compensation committee; Board is not sufficiently independent; Serves on too many boards; Affiliate/Insider on nominating/governance committee	0	1	0	0	0	0	1
		Affiliate/Insider on audit committee; Audit committee chair not independent	0	1	0	0	0	0	1
		Lack of board gender diversity	0	1	0	0	0	0	1
		Insufficient information provided	0	1	0	0	0	0	1
		Affiliate/Insider on a committee; Affiliate/Insider on audit committee; Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	0	1	0	0	0	0	1
		Supervisors are not sufficiently independent	0	2	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Election of Supervisory Board Members (Slate)								
		No Stated Reason	1	0	0	0	0	0	1
		Insufficient information provided	0	2	0	0	0	0	2
	Election of the Chair of Statutory Auditors								
		No Stated Reason	0	0	0	0	3	0	3
	Indemnification of Directors/Officers								
		No Stated Reason	8	0	0	0	0	0	8
	Misc. Management Proposal Regarding Board								
		No Stated Reason	15	0	0	0	0	0	15
		Insufficient information provided	0	2	0	0	0	0	2
	Post-Employment /Severance Agreements								
		No Stated Reason	12	1	0	0	0	0	13
	Ratification of Board Acts - Legal								
		No Stated Reason	248	0	3	0	0	0	251
		Ongoing investigations	0	2	0	0	0	0	2
		Not in shareholders" best interests	0	2	0	0	0	0	2
		Insufficient response to shareholder dissent	0	2	0	0	0	0	2
		Poor response to prior year dissent	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Ratification of Co-Option of a Director	Potential conflict of interests	0	1	0	0	0	0	1
		No Stated Reason	18	0	0	0	0	0	18
		Board is not sufficiently independent; Attendance; Serves on too many boards; Board is not sufficiently independent; Less than 75% Attendance; Serves on too many boards	0	1	0	0	0	0	1
		Serves on too many boards	1	0	0	0	0	0	1
		Ratification of Management Acts - Legal							
	Related Party Transactions	No Stated Reason	62	0	13	0	0	0	75
		Ongoing investigations	0	2	0	0	0	0	2
		No Stated Reason	53	1	0	0	0	0	54
		Potential conflict of interests; Granting unfettered discretion is unwise	0	3	0	0	0	0	3
		Granting unfettered discretion is unwise; Potential conflict of interests	0	1	0	0	0	0	1
	Retention as Independent Director	Insufficient information provided	0	4	0	0	0	0	4

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	3	0	0	0	0	0	3
		Not in shareholders" best interests	0	4	0	0	0	0	4
<b>Capital Management</b>			<b>770</b>	<b>147</b>	<b>19</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>936</b>
	Amendment to Borrowing Powers								
		No Stated Reason	3	0	0	0	0	0	3
	Approval of Borrowing								
		No Stated Reason	1	0	0	0	0	0	1
	Authority to Give Guarantees								
		No Stated Reason	7	0	0	0	0	0	7
		Guarantees exceed net assets	0	2	0	0	0	0	2
		Insufficient information provided	0	2	0	0	0	0	2
	Authority to Increase Capital in Case of Exchange Offers (Franc								
		No Stated Reason	4	0	0	0	0	0	4
		Potential dilution exceeds recommended threshold	0	2	0	0	0	0	2
		May be used as anti-takeover device	0	2	0	0	0	0	2
	Authority to Increase Capital in Consideration for Contribution								
		No Stated Reason	13	0	0	0	0	0	13
		Potential dilution exceeds recommended threshold	0	3	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Authority to Issue Preferred Stock	May be used as anti-takeover device	0	1	0	0	0	0	1
		Supports dual-class structure	0	1	0	0	0	0	1
		Authority to Issue Shares and Convertible Debt w or w/o Pre							
	Authority to Issue Shares and Convertible Debt w/ Preemptiv	Potential dilution exceeds recommended threshold	0	1	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	8
		Authority to Issue Shares and Convertible Debt w/o Preempti							
	Authority to Issue Shares and Convertible Debt w/o Preempti	No Stated Reason	20	0	0	0	0	0	20
		May be used as anti-takeover device	0	2	0	0	0	0	2
		Authority to Issue Shares w/ Preemptive Rights							
	Authority to Issue Shares w/ Preemptive Rights	No Stated Reason	23	0	0	0	0	0	23
		Potential dilution exceeds recommended threshold	0	6	0	0	0	0	6
		May be used as anti-takeover device	0	4	0	0	0	0	4
	Authority to Issue Shares w/o Preemptive Rights	No Stated Reason	63	0	0	0	0	0	63
		Excessive issuance; Issue price discount not disclosed	0	32	0	0	0	0	32
		No Stated Reason	132	1	0	0	0	0	133

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive issuance	0	4	0	0	0	0	4
		Issue price discount not disclosed	0	3	0	0	0	0	3
		Issue price discount not disclosed; Excessive issuance	0	5	0	0	0	0	5
		Discount exceeds reasonable limits	0	2	0	0	0	0	2
		Not in favor of related transaction	0	1	0	0	0	0	1
	Authority to Issue Stock w/ or w/out Preemptive Rights								
		Potential dilution exceeds recommended threshold	0	1	0	0	0	0	1
		No Stated Reason	21	0	0	0	0	0	21
	Authority to Repurchase and Re-Issue Shares								
		No Stated Reason	50	0	0	0	0	0	50
		Amendment is not in best interests of shareholders	0	1	0	0	0	0	1
		Potential dilution exceeds recommended threshold	0	1	0	0	0	0	1
		May be used as anti- takeover device; Not in shareholders" best interests	0	1	0	0	0	0	1
	Authority to Repurchase Shares								
		No Stated Reason	151	0	7	0	0	0	158
		Insufficient information provided	0	3	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Not in shareholders' best interests	0	1	0	0	0	0	1
	Authority to Set Offering Price of Shares								
		No Stated Reason	7	0	0	0	0	0	7
		Potential dilution exceeds recommended threshold	0	1	0	0	0	0	1
	Authority to Trade in Company Stock								
		No Stated Reason	3	0	0	0	0	0	3
	Authorize Overallotment/Greenshoe								
		No Stated Reason	10	0	0	0	0	0	10
		Potential dilution exceeds recommended threshold	0	2	0	0	0	0	2
		May be used as anti-takeover device	0	1	0	0	0	0	1
	Cancellation of Authorized Stock								
		No Stated Reason	47	0	7	0	0	0	54
	Creation of New Share Class								
		No Stated Reason	3	0	0	0	0	0	3
	Increase in Authorized Capital								
		No Stated Reason	31	0	5	0	0	0	36
		Potential dilution exceeds recommended threshold	0	3	0	0	0	0	3



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Excessively dilutive	0	1	0	0	0	0	1
	Increase in Authorized Common Stock								
		No Stated Reason	1	0	0	0	0	0	1
	Increase in/Authorization of Preferred Stock								
		No Stated Reason	1	0	0	0	0	0	1
	Issuance of Common Stock								
		No Stated Reason	1	0	0	0	0	0	1
	Issuance of Convertible Debt Instruments								
		No Stated Reason	1	0	0	0	0	0	1
	Issuance of Debt Instruments								
		No Stated Reason	75	0	0	0	0	0	75
		Excessive debt	0	1	0	0	0	0	1
		Granting unfettered discretion is unwise	0	1	0	0	0	0	1
		Insufficient information provided	0	1	0	0	0	0	1
	Issuance of Repurchased Shares								
		Issue price discount not disclosed	0	25	0	0	0	0	25
		No Stated Reason	7	0	0	0	0	0	7
	Issuance of Stock w/ or w/out Preemptive Rights								
		No Stated Reason	33	27	0	0	0	0	60
	Issuance of Stock w/ Preemptive Rights								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	1	0	0	0	0	0	1
	Issuance of Stock w/out Preemptive Rights								
		No Stated Reason	16	0	0	0	0	0	16
		Issue price discount not disclosed	0	1	0	0	0	0	1
	Limit to Capital Increase								
		No Stated Reason	3	0	0	0	0	0	3
	Misc. Proposal Regarding Capital								
		No Stated Reason	6	0	0	0	0	0	6
	Reduction in Authorized Capital								
		No Stated Reason	5	0	0	0	0	0	5
	Reduction in Share Premium Account								
		No Stated Reason	3	0	0	0	0	0	3
	Repurchase of Shares								
		No Stated Reason	1	0	0	0	0	0	1
		Repurchase price not disclosed	0	1	0	0	0	0	1
	Reverse Stock Split								
		No Stated Reason	2	0	0	0	0	0	2
	Stock Split								
		No Stated Reason	11	0	0	0	0	0	11
	Use/Transfer of Reserves								



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Amendments to Articles, Constitution, Bylaws	No Stated Reason	82	0	4	0	0	0	86
		In Australia, vote case-by-case.	2	0	0	0	0	0	2
		No Stated Reason	84	1	2	0	0	0	87
	Amendments to Charter/Bylaw - Bundled	Amendment is not in best interests of shareholders	0	2	0	0	0	0	2
		Not in shareholders" best interests	0	1	0	0	0	0	1
		Insufficient information provided	0	4	0	0	0	0	4
	Amendments to Procedural Rules	No Stated Reason	2	0	0	0	0	0	2
		Insufficient information provided	0	3	0	0	0	0	3
		No Stated Reason	25	0	0	0	0	0	25
	Authority to Set General Meeting Notice Period at 14 Da	Amendment is not in best interests of shareholders	0	1	0	0	0	0	1
		Shortened notice period could disenfranchise shareholders	0	1	0	0	0	0	1
		No Stated Reason	0	31	0	0	0	0	31
	Change in State of Incorporation								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	1	0	0	0	0	0	1
	Company Name Change								
		No Stated Reason	1	0	0	0	0	0	1
	Constitution of Procedural Rules								
		Not in shareholders" best interests	0	1	0	0	0	0	1
		No Stated Reason	6	0	0	0	0	0	6
	Elimination of Cumulative Voting								
		No Stated Reason	2	0	0	0	0	0	2
	Elimination of Supermajority Requirement								
		No Stated Reason	12	0	0	0	0	0	12
	Misc. Article Amendments								
		No Stated Reason	2	0	0	0	0	0	2
		Limits shareholder rights	0	1	0	0	0	0	1
		Amendment is not in best interests of shareholders	0	1	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover Devices								
		No Stated Reason	7	0	0	0	0	0	7
		Poor disclosure	0	1	0	0	0	0	1
		May be used as anti-takeover device	0	2	0	0	0	0	2
		Insufficient information provided	0	3	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Repeal of Classified Board								
		No Stated Reason	6	0	0	0	0	0	6
	Restoration of Right to Call a Special Meeting								
		No Stated Reason	5	0	0	0	0	0	5
		A 10% threshold for calling a special meeting is appropriate	0	1	0	0	0	0	1
	Restoration of Written Consent								
		A 25% threshold is too high	0	1	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
	Technical Amendments to Charter/Bylaw								
		No Stated Reason	2	0	0	0	0	0	2
	Waiving of Mandatory Takeover Requirement								
		No Stated Reason	2	0	0	0	0	0	2
<b>Compensation</b>			<b>1510</b>	<b>290</b>	<b>62</b>	<b>0</b>	<b>30</b>	<b>0</b>	<b>1892</b>
	Adoption of Employee Stock Purchase Plan								
		No Stated Reason	6	0	0	0	0	0	6
	Adoption of Equity Compensation Plan								
		No Stated Reason	20	0	0	0	0	0	20
		Cost of plan is excessive	0	1	0	0	0	0	1
	Adoption of Restricted Stock Plan								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Potential for excessive pay	0	1	0	0	0	0	1
		No Stated Reason	2	0	0	0	0	0	2
	Adoption of Short Term Incentive Plan								
		No Stated Reason	2	0	0	0	0	0	2
	Advisory Vote on Executive Compensation								
		No Stated Reason	213	2	0	0	0	0	215
		Poorly justified adjustments relating to COVID-19	0	2	0	0	0	0	2
		Insufficient response to shareholder dissent; Poor overall design	0	1	0	0	0	0	1
		Poor overall design	0	4	0	0	0	0	4
		Concerning pay practices	0	12	0	0	0	0	12
		Poor compensation structure/performance conditions	0	1	0	0	0	0	1
		Excessive compensation	0	1	0	0	0	0	1
		Pay and performance disconnect; Insufficient response to shareholder dissent	0	2	0	0	0	0	2
		Pay and performance disconnect; Concerning pay practices	0	2	0	0	0	0	2
		Pay and performance disconnect	1	2	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Pay and performance disconnect; Poorly justified adjustments relating to COVID-19	0	1	0	0	0	0	1
		Concerning pay practices; Pay and performance disconnect	0	1	0	0	0	0	1
		Substantial retention awards	0	1	0	0	0	0	1
		Insufficient response to shareholder dissent; Pay and performance disconnect	0	1	0	0	0	0	1
		Grants are excessive	0	2	0	0	0	0	2
		Excessive granting practices in light of COVID-19	0	1	0	0	0	0	1
		Poorly justified adjustments relating to COVID-19; Concerning pay practices	0	1	0	0	0	0	1
		Concerning pay practices; Excessive compensation; Pay and performance disconnect	0	1	0	0	0	0	1
	Advisory Vote on Severance								
		No Stated Reason	1	0	0	0	0	0	1
	Amendment to Director Equity Compensation Plan								



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive compensation; Poor overall compensation disclosure	0	1	0	0	0	0	1
		No Stated Reason	4	0	0	0	0	0	4
	Amendment to Employee Stock Purchase Plan								
		No Stated Reason	7	0	0	0	0	0	7
	Amendment to Equity Compensation Plan								
		No Stated Reason	30	0	0	0	0	0	30
	Amendment to Restricted Stock Plan								
		No Stated Reason	1	0	0	0	0	0	1
	Amendment to Stock Option Plan								
		Excessively dilutive; Poor overall design	0	1	0	0	0	0	1
		Excessively dilutive; NEDs may participate in executive plan	0	1	0	0	0	0	1
		No Stated Reason	21	1	0	0	0	0	22
		Poorly justified adjustments relating to COVID-19	0	1	0	0	0	0	1
	Amendment to Stock Purchase Plan								
		No Stated Reason	2	1	0	0	0	0	3
	Bonus								
		Excessive bonus	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Compensation policy is not in best interests of shareholders	0	1	0	0	0	0	1
		Not in shareholders" best interests	0	1	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	8
		Grants made to outsiders and/or statutory auditors	0	1	0	0	0	0	1
	Bonus/162(m) Plan								
		No Stated Reason	1	0	0	0	0	0	1
	Bonuses for Retiring Directors (JP)								
		Not linked to performance	0	1	0	0	0	0	1
	Capital Proposal to Implement Equity Compensation Plan								
		No Stated Reason	25	0	1	0	0	0	26
		Not in shareholders" best interests	0	1	0	0	0	0	1
		Short vesting period	0	1	0	0	0	0	1
		Poor overall compensation disclosure	0	2	0	0	0	0	2
		Not linked to performance; Short vesting period	0	1	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design	0	1	0	0	0	0	1
	Directors' Fees								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
Compensation		No Stated Reason	162	1	2	0	8	0	173
		Excessive compensation	0	5	0	0	0	0	5
		Excessive Bonus	0	1	0	0	0	0	1
		Insufficient information provided	0	4	0	0	0	0	4
		Excessive bonus	0	2	0	0	0	0	2
		Non-executive participation linked to performance	0	1	0	0	0	0	1
		Compensation policy is not in best interests of shareholders	0	1	0	0	0	0	1
	Directors' Stock Option Plan								
		No Stated Reason	3	0	0	0	0	0	3
	Employment Agreement								
Misc. Proposal Regarding Compensation		No Stated Reason	11	0	0	0	0	0	11
		Compensation policy is not in best interests of shareholders	0	2	0	0	0	0	2
		Compensation policy is not in best interests of shareholders; Concerning pay practices	0	1	0	0	0	0	1
		Short vesting period; One-time bonus	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	36	1	2	0	0	0	39
		Not in shareholders" best interests	0	1	0	0	0	0	1
		Poor response to prior year dissent	0	1	0	0	0	0	1
		Poor response to prior year dissent; Poor overall design; Poor overall compensation disclosure	0	1	0	0	0	0	1
		Poor response to shareholder dissent	0	1	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)								
		No Stated Reason	103	0	15	0	1	0	119
		Excessive compensation	0	1	0	0	0	0	1
		Equity grant to major shareholder	0	1	0	0	0	0	1
		Insufficient justification	0	1	0	0	0	0	1
		NEDs may participate in executive plan	0	1	0	0	0	0	1
	Remuneration Policy (Forward-Looking)								
		Equity awards to controlling shareholder	0	1	0	0	0	0	1
		No Stated Reason	73	0	21	0	0	0	94
		Poor overall compensation disclosure; Poor compensation structure/performance conditions	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No limits on LTI awards; STI metrics not disclosed	0	1	0	0	0	0	1
		Introduction of Transaction Bonus	0	1	0	0	0	0	1
		Potential for excessive pay	0	1	0	0	0	0	1
		No individual payout limits under LTI	0	1	0	0	0	0	1
		Short performance period for LTIP; Poor response to prior year dissent	0	4	0	0	0	0	4
		Insufficient response to shareholder dissent	0	1	0	0	0	0	1
		Poor overall design; Pay-for-performance disconnect in light of COVID-19	0	1	0	0	0	0	1
		Poor overall design; Poor overall compensation disclosure; Equity awards to controlling shareholder	0	1	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design	0	1	0	0	0	0	1
		Compensation policy is not in best interests of shareholders	0	1	0	0	0	0	1
		NEDs may participate in executive plan	0	1	0	0	0	0	1
		Increase is excessive	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Poor overall compensation disclosure; Poor overall design; Poor response to shareholder dissent	0	1	0	0	0	0	1
		Equity grant to major shareholder; Poor response to shareholder dissent	0	1	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to prior year dissent	0	1	0	0	0	0	1
		Poor compensation structure/performance conditions; Poor overall compensation disclosure; Poor response to prior year dissent	0	1	0	0	0	0	1
		No variable pay	0	1	0	0	0	0	1
		Increase is excessive; Poor response to shareholder dissent; Poor overall design; Poor overall compensation disclosure	0	1	0	0	0	0	1
		Increase is excessive; Poor overall design; Poor overall compensation disclosure; Poor response to shareholder dissent	0	1	0	0	0	0	1
	Remuneration Report (Retrospective)								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	359	41	20	0	15	0	435
		In Australia, vote case-by-case.	1	1	0	0	0	0	2
		Equity awards to controlling shareholder; Poor overall design	0	1	0	0	0	0	1
		Upward discretion exercised	0	2	0	0	0	0	2
		Poor compensation structure/performance conditions	0	2	0	0	0	0	2
		Poor overall design	0	11	0	0	0	0	11
		Lacks long-term incentive plan	0	1	0	0	0	0	1
		Poorly justified adjustments relating to COVID-19	0	5	0	0	0	0	5
		Excessive compensation; Concerning pay practices	0	1	0	0	0	0	1
		CEO pay that is unreasonable compared with other members of the executive team, as it's more than twice the pay of the next most highly paid executive.	0	2	0	0	0	0	2
		Excessive LTI grants	0	1	0	0	0	0	1
		Short performance period for LTIP	0	4	0	0	0	0	4
		Pay and performance disconnect	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Same Performance Metrics for LTI and STI; Removal of performance conditions	0	2	0	0	0	0	2
		Poor overall compensation disclosure	0	2	0	0	0	0	2
		NEDs may participate in executive plan	0	2	0	0	0	0	2
		Lowered STI performance targets; Awarded discretionary STI increase	0	1	0	0	0	0	1
		Increase is excessive	0	1	0	0	0	0	1
		Insufficient response to shareholder dissent; Unchallenging performance targets	0	1	0	0	0	0	1
		Insufficient response to shareholder dissent; Pay and performance disconnect	0	1	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Equity awards to controlling shareholder	0	1	0	0	0	0	1
		Excessive compensation; Poor overall design; Poor overall compensation disclosure	0	1	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Equity award to major shareholder; Poorly justified adjustments relating to COVID-19	0	1	0	0	0	0	1
		Insufficient response to shareholder dissent	0	1	0	0	0	0	1
		No performance targets; Short vesting period; Poor response to shareholder dissent	0	1	0	0	0	0	1
		Discretionary performance assessment	0	1	0	0	0	0	1
		Pay-for-performance disconnect in light of COVID-19	0	1	0	0	0	0	1
		Concerning pay practices	0	1	0	0	0	0	1
		Poor overall design; Poor overall compensation disclosure; Poor response to shareholder dissent	0	3	0	0	0	0	3
		Equity grant to major shareholder; Poor response to shareholder dissent; Increase is excessive	0	1	0	0	0	0	1
		Poor overall design; Poor response to prior year dissent	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Insufficient response to shareholder dissent; Poor compensation structure/performance conditions; Poor overall compensation disclosure	0	1	0	0	0	0	1
		Excessive discretionary awards	0	1	0	0	0	0	1
		No variable pay	0	1	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Increase is excessive; Poor response to shareholder dissent	0	1	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to shareholder dissent	0	1	0	0	0	0	1
		Poor response to shareholder dissent; Poor overall design; Poor overall compensation disclosure	0	1	0	0	0	0	1
		Poor response to shareholder dissent; Poor overall compensation disclosure; Poor overall design	0	2	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Poor overall compensation disclosure; Lacks long-term incentive plan	0	1	0	0	0	0	1
	Say When on Pay								
		An annual advisory vote on executive compensation is in the best interests of shareholders	0	2	0	0	0	0	2
		No Stated Reason	12	0	0	0	0	0	12
	Statutory Auditors' Fees								
		No Stated Reason	8	0	0	0	0	0	8
		Excessive compensation	0	1	0	0	0	0	1
	Stock Option Grants								
		No Stated Reason	268	44	0	0	3	0	315
		In Australia, vote case-by-case.	1	1	0	0	0	0	2
		CEO pay that is unreasonable compared with other members of the executive team, as it's more than twice the pay of the next most highly paid executive.	0	2	0	0	0	0	2
		Plan is not in best interests of shareholders	0	1	0	0	0	0	1
		Change of control provision	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Change of control provision; Excessive range of participants	0	1	0	0	0	0	1
		Pay and performance disconnect; Equity grant to major shareholder	0	1	0	0	0	0	1
Stock Option Plan									
		No Stated Reason	66	5	0	0	3	0	74
		Excessive range of participants	0	1	0	0	0	0	1
		Poor overall design	0	2	0	0	0	0	2
		Discount exceeds reasonable limits; Potential conflict of interests	0	1	0	0	0	0	1
		Discount exceeds reasonable limits	0	2	0	0	0	0	2
		Change of control provision	0	1	0	0	0	0	1
		Non-executive participation linked to performance	0	1	0	0	0	0	1
		Potential for excessive grants	0	1	0	0	0	0	1
		Poor overall design; Pay-for-performance disconnect in light of COVID-19	0	1	0	0	0	0	1
		Not in shareholders' best interests	0	2	0	0	0	0	2
Stock Purchase Plan									
		No Stated Reason	46	0	0	0	0	0	46

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Potential dilution exceeds recommended threshold	0	1	0	0	0	0	1
	Supervisory Board/ Corp Assembly Fees								
		No Stated Reason	14	0	1	0	0	0	15
		Insufficient information provided	0	1	0	0	0	0	1
		Increase is excessive	0	1	0	0	0	0	1
		Insufficient justification	0	1	0	0	0	0	1
		Non-executive participation linked to performance; Poor response to shareholder dissent	0	1	0	0	0	0	1
	Trust Type Equity Plans (JP)								
		No Stated Reason	3	0	0	0	0	0	3
<b>M&amp;A</b>			<b>130</b>	<b>6</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>137</b>
	Divestiture/Spin-off								
		No Stated Reason	20	0	0	0	0	0	20
		Insufficient information provided	0	1	0	0	0	0	1
	Intra-company Contracts/Control Agreements								
		No Stated Reason	57	0	0	0	0	0	57
		Insufficient information provided	0	1	0	0	0	0	1
	Merger by Absorption between Parent and Subsidiary								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	12	0	1	0	0	0	13
		Insufficient information provided	0	2	0	0	0	0	2
	Merger/Acquisition								
		No Stated Reason	32	0	0	0	0	0	32
		Insufficient information provided	0	1	0	0	0	0	1
		Excessive value of merger consideration	0	1	0	0	0	0	1
	Misc. Proposal Regarding Restructuring								
		No Stated Reason	1	0	0	0	0	0	1
	Restructuring/Capitalization								
		No Stated Reason	8	0	0	0	0	0	8
<b>Meeting Administration</b>			<b>185</b>	<b>10</b>	<b>28</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>224</b>
	Appointment of Independent Proxy (Switzerland)								
		No Stated Reason	1	0	14	0	0	0	15
	Authorization of Legal Formalities								
		No Stated Reason	78	0	0	0	0	0	78
		Not in shareholders" best interests	0	2	0	0	0	0	2
		Insufficient information provided	0	4	0	0	0	0	4
	Right to Adjourn Meeting								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	7	0	0	0	0	0	7
	Routine Meeting Item								
		No Stated Reason	99	0	9	0	0	0	108
	Transact Other Business								
		No Stated Reason	0	0	5	0	0	0	5
		Granting unfettered discretion is unwise	0	4	0	0	1	0	5
<b>Other</b>			<b>105</b>	<b>34</b>	<b>1</b>	<b>0</b>	<b>104</b>	<b>0</b>	<b>244</b>
	Approval of Political Donation								
		Generally vote Against proposals to approve political donations.	0	22	0	0	0	0	22
		No Stated Reason	1	0	0	0	0	0	1
	Approve Technical Vote Requirements								
		No Stated Reason	0	0	0	0	46	0	46
		Not in shareholders" best interests	0	2	0	0	9	0	11
		Allocate votes proportionally among all directors	0	0	0	0	21	0	21
		Potential unknown nominees w/o shareholder approval	0	0	0	0	3	0	3
		Affiliate/Insider on a committee; Board is not sufficiently independent	0	0	0	0	1	0	1
		Affiliate/Insider on a committee	0	0	0	0	2	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Not in shareholders' best interests	0	0	0	0	2	0	2
		Alternate nominees in the best interests of shareholders	0	0	0	0	3	0	3
		Serves on too many boards	0	0	0	0	2	0	2
	Authorization of Charitable Donations								
		No Stated Reason	7	0	0	0	0	0	7
		Insufficient information provided	0	2	0	0	0	0	2
	Bondholder/Bankruptcy Proposal								
		No Stated Reason	0	0	0	0	14	0	14
	Declaration of Material Interest								
		No Stated Reason	0	0	0	0	1	0	1
	Management Proposal Regarding ESG Issues								
		No Stated Reason	6	0	1	0	0	0	7



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		The Transition Plan does have many positive elements and is a step forward. However, we don't believe their plans go far enough to meet the Paris climate target initiatives. Targets over the next ten critical years do not meet what the science is telling us is needed. We are also sceptical on the use of offsets to meet zero carbon targets, particularly where used in large quantities.	0	1	0	0	0	0	1
	Misc. Management Proposal								
		No Stated Reason	64	0	0	0	0	0	64
		Not in shareholders' best interests	0	2	0	0	0	0	2
		Insufficient information provided	0	5	0	0	0	0	5
	Renew Proportional Takeover Provisions								
		No Stated Reason	27	0	0	0	0	0	27
<b><i>SHP: Compensation</i></b>			<b>7</b>	<b>16</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>23</b>
	SHP Recoupment of Unearned Bonuses (Clawback)								
		No Stated Reason	0	2	0	0	0	0	2
	SHP Regarding Golden Parachutes								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Linking Executive Pay to Social Criteria								
		Favor linking executive compensation to social criteria.	0	3	0	0	0	0	3
	SHP Regarding Misc. Compensation								
	SHP regarding Misc. Compensation								
		No Stated Reason	4	0	0	0	0	0	4
		Adoption of a bonus deferral policy represents best practice and helps to mitigate risks	0	2	0	0	0	0	2
		No Stated Reason	2	0	0	0	0	0	2
	SHP Regarding Race and/or Gender Pay Equity Report								
		No Stated Reason	0	4	0	0	0	0	4
	SHP Regarding Report on Ratio Between CEO and Employee Pa								
		No Stated Reason	0	5	0	0	0	0	5
<b>SHP: Environment</b>			5	35	6	0	4	0	50
	SHP Regarding Climate Lobbying								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		We believe that companies who position themselves as 'climate-aware' should avoid industry associations and lobby groups whose policies are inconsistent with the Paris climate change agreement.	1	0	0	0	0	0	1
		No Stated Reason	0	1	0	0	0	0	1
		Additional reporting would provide shareholders with assurance that Company funds were being spent in a manner that furthered its stated objectives.	0	1	0	0	0	0	1
	SHP Regarding Environmental Report								
		No Stated Reason	1	2	0	0	0	0	3
	SHP Regarding Formation of Environmental/Social Committ								
		Favor the establishment of a board environmental committee	0	1	0	0	0	0	1
	SHP Regarding Misc. Energy/Environmental Issues								
		Favor increased environmental reporting/responsibility.	0	5	0	0	0	0	5
		No Stated Reason	0	1	0	0	0	0	1
	SHP Regarding Misc. Environmental Issue								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	0	1	0	0	0	0	1
		No Stated Reason	0	1	4	0	0	0	5
	SHP Regarding Report on Antibiotics in Animal Agricultur								
		Favor report on animal antibiotics.	0	1	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change								
		Favor increased environmental reporting/responsibility.	0	6	0	0	0	0	6
		No Stated Reason	2	6	0	0	4	0	12
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	0	1	0	0	0	0	1
		The adoption of targets to reduce the company's exposure to fossil fuels is warranted. Adoption of reduction targets aimed to limit the company's exposure to fossil fuels would enable shareholders to better understand how the company is managing climate change related-risks and assess the effectiveness of the company's related efforts.	0	1	0	0	0	0	1
		Audited climate reporting could provide actionable information for shareholders.	0	1	0	0	0	0	1
	SHP Regarding Reporting and Reducing Greenhouse Gas Emis								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		We will push for companies to provide independent evidence of action taken to progress towards the Paris climate change agreement emissions reduction target.	1	0	0	0	0	0	1
		Favor increased environmental reporting/responsibility.	0	5	0	0	0	0	5
		No Stated Reason	0	0	1	0	0	0	1
	SHP Regarding Sustainability or Environmental Reports								
		No Stated Reason	0	0	1	0	0	0	1
<b>SHP: Governance</b>			<b>56</b>	<b>101</b>	<b>6</b>	<b>0</b>	<b>5</b>	<b>0</b>	<b>168</b>
	SHP Regarding Additional or Amended Shareholder Proposa								
		No Stated Reason	0	0	3	0	0	0	3
		Granting unfettered discretion is unwise	0	2	0	0	0	0	2
	SHP Regarding Board Composition								
		No Stated Reason	6	1	0	0	0	0	7
	SHP Regarding Election of Board Member(s) During a Con								
		Adds relevant oil and gas experience	0	1	0	0	0	0	1
		Election of partial Dissident slate sufficient	0	2	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Adds relevant regulatory, technological and energy experience	0	1	0	0	0	0	1
		No Stated Reason	0	8	0	0	0	0	8
	SHP Regarding Election of Dissident Board Member(s)								
		No Stated Reason	4	2	0	0	0	0	6
	SHP Regarding Election of Dissident Supervisory Board M								
		Insufficient information provided	0	0	0	0	1	0	1
	SHP Regarding Eliminating Supermajority Provisions								
		Supermajority vote requirements can impede shareholders' ability to approve ballot items that are in their interests	1	4	0	0	0	0	5
		Supermajority vote requirements can act as impediments to takeover proposals and impede shareholders' ability to approve ballot items that are in their interests	0	2	0	0	1	0	3
	SHP Regarding Facilitation of Shareholder Proposals								
		No Stated Reason	0	11	0	0	0	0	11
	SHP Regarding Improving in Disclosure								
		Favor improved disclosure around shareholder rights.	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Increase in Dividend/Redistribution of Prof								
		No Stated Reason	2	0	0	0	1	0	3
	SHP Regarding Independent Board Chairman/Seperation of								
		An independent chair is better able to oversee the executives of a company and set a pro-shareholder agenda	0	19	0	0	0	0	19
		No Stated Reason	4	0	0	0	0	0	4
		An independent chair is better able to oversee the executives of a company and set a pro-shareholder agenda	0	1	0	0	0	0	1
	SHP Regarding Misc. Board Issue								
		No Stated Reason	3	0	0	0	0	0	3
	SHP Regarding Misc. Board/Shareholder Rights Issue								
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Misc. Capital Issue								
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Misc. Governance Issue								
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Misc. Issue								
		No Stated Reason	3	0	0	0	1	0	4



Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Not in shareholders' best interests	0	0	0	0	1	0	1
	SHP Regarding Misc. Meeting/Voting Issue								
		In the best interests of shareholders	0	2	0	0	0	0	2
	SHP Regarding Misc. Restructuring Issue								
		No Stated Reason	0	0	2	0	0	0	2
	SHP Regarding Recapitalization								
		Allowing one vote per share generally operates as a safeguard for common shareholders	0	3	0	0	0	0	3
	SHP Regarding Reincorporation								
		No Stated Reason	12	0	0	0	0	0	12
	SHP Regarding Removal of Director(s)								
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Right to Act by Written Consent								
		The Company's 25% ownership threshold is too high to provide shareholders with a meaningful right to action by written consent	0	1	0	0	0	0	1
		No Stated Reason	14	0	0	0	0	0	14
		Management-proposed 25% ownership threshold is too high	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Shareholder action by written consent enables shareholders to take action on important issues that arise between annual meetings	0	11	0	0	0	0	11
		The Company's 20% ownership threshold is too high to provide shareholders with a meaningful right to action by written consent	0	1	0	0	0	0	1
	SHP Regarding Right to Call a Special Meeting								
		A 20% special meeting right is preferable to a 25% right	0	1	0	0	0	0	1
		A 10% threshold for calling a special meeting is appropriate	0	8	0	0	0	0	8
		A 15% threshold for calling a special meeting is appropriate	0	3	0	0	0	0	3
		No Stated Reason	3	0	0	0	0	0	3
		Not in the best interests of shareholders	0	1	0	0	0	0	1
	SHP Regarding Special Audit								
		No Stated Reason	0	0	1	0	0	0	1
	SHP Regarding Trained, Qualified Directors on Environ								
		No Stated Reason	0	3	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Shareholder Access to the Nomination Process (Proxy Acc								
		No Stated Reason	0	11	0	0	0	0	11
<b><i>SHP: Misc</i></b>			1	0	0	0	0	0	1
	SHP: Misc. Issues								
		No Stated Reason	1	0	0	0	0	0	1
<b><i>SHP: Social</i></b>			7	70	1	0	1	0	79
	SHP Regarding Drug Pricing/Distribution								
		Favor reporting/improving drug pricing/distribution.	0	3	0	0	0	0	3
	SHP Regarding Independent Verification of Contractors' Co								
		Favor improved labor reporting/monitoring.	0	1	0	0	0	0	1
	SHP Regarding Limiting or Ending Political Spending								
		No Stated Reason	0	2	0	0	0	0	2
	SHP Regarding Misc. Human Capital Management								
		Disclosure will help shareholders assess the Company's response and handling of mandatory arbitration in employee disputes	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Production of requested report would give shareholders critical information concerning the Company's management of diversity-related issues	0	1	0	0	0	0	1
		Enhanced disclosure would allow shareholders a better understanding of how the issue of diversity was being managed	0	1	0	0	0	0	1
		Additional reporting on diversity and inclusion is necessary for shareholders to understand how the Company is managing this issue	0	1	0	0	0	0	1
		Employees and shareholders would benefit from an independent investigation into harassment	0	1	0	0	0	0	1
		No Stated Reason	3	0	0	0	0	0	3
		Additional disclosure will allow shareholders to better assess the risks faced by the Company on account of its use of mandatory arbitration	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Additional disclosure would benefit shareholders by allowing them to gain more insight as to how the Company approaches issues of management-level diversity	0	0	0	0	1	0	1
		Enhanced disclosure would allow shareholders a better understanding of how the issue of diversity was being managed and overseen	0	3	0	0	0	0	3
	SHP Regarding Misc. Labor Issues/Policies								
		Favor improved labor reporting/monitoring.	0	1	0	0	0	0	1
	SHP Regarding Misc. Nuclear Issue								
		No Stated Reason	0	0	1	0	0	0	1
	SHP Regarding Misc. Social Issue								
		No Stated Reason	2	24	0	0	0	0	26
		Additional disclosure is reasonable in light of the Company's unique circumstances	0	1	0	0	0	0	1
		Shareholder proposal is anti-social.	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Report on EEO								
		Favor improved labor reporting/monitoring.	0	2	0	0	0	0	2
	SHP Regarding Reporting on Company's Compliance with In								
		No Stated Reason	0	1	0	0	0	0	1
		Favor improved human/political rights policies/disclosure.	0	4	0	0	0	0	4
	SHP Regarding Reviewing Charitable Spending								
		Shareholder proposal is anti-social.	1	0	0	0	0	0	1
	SHP Regarding Reviewing Political Spending or Lobbying								
		Favor review/limit political spending.	0	20	0	0	0	0	20
		No Stated Reason	0	1	0	0	0	0	1
		Increased disclosure would allow shareholders to more fully assess risks presented by the Company's indirect lobbying activities	0	1	0	0	0	0	1

## Proposal Reasons – Votes Versus Policy

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
<b>Total for all Categories</b>			<b>10193</b>	<b>9</b>	<b>1620</b>	<b>442</b>	<b>0</b>	<b>0</b>	<b>4</b>	<b>12268</b>
<b><i>Audit/Financials</i></b>			<b>1407</b>	<b>0</b>	<b>32</b>	<b>61</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>1501</b>
Accounts and Reports (Bundled Issues)										
		No Stated Reason	28	0	0	2	0	0	0	<b>30</b>
		Unaudited financial statements	22	0	0	0	0	0	0	<b>22</b>
Allocation of Profits/Dividends										
		No Stated Reason	305	0	0	23	0	0	0	<b>328</b>
		Insufficient information provided	4	0	0	0	0	0	0	<b>4</b>
Appointment of Auditor										
		No Stated Reason	135	0	11	18	0	0	0	<b>164</b>
		Excessive auditor tenure.	25	0	0	0	0	0	0	<b>25</b>
		Insufficient information provided	2	0	0	0	0	0	0	<b>2</b>
Appointment of Auditor and Authority to Set Fees										
		No Stated Reason	95	0	3	0	0	0	0	<b>98</b>
		Excessive auditor tenure.	10	0	0	0	0	0	0	<b>10</b>
		Failure to disclose breakdown of fees; Appointment of the auditor is for multiple years	1	0	0	0	0	0	0	<b>1</b>
		Insufficient information provided	3	0	0	0	0	0	0	<b>3</b>
		Insufficient information provided; Failure to disclose breakdown of fees	1	0	0	0	0	0	0	<b>1</b>

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive non-audit fees	1	0	0	0	0	0	0	1
	Appointment of Special Auditor									
		No Stated Reason	2	0	0	0	0	0	0	2
	Approval of Non-Financial Reports									
		No Stated Reason	80	0	0	0	0	0	0	80
	Approve Payment of Fees to Special Auditors									
		No Stated Reason	9	0	0	0	0	0	0	9
	Authority to Set Auditor's Fees									
		No Stated Reason	58	0	11	2	0	0	0	71
		Excessive non-audit fees	1	0	0	0	0	0	0	1
	Bonus Dividend/Bonus Share Issue									
		No Stated Reason	13	0	0	1	0	0	0	14
	Financial Statements									
		No Stated Reason	319	0	6	15	0	0	0	340
		Unaudited financial statements	1	0	0	0	0	0	0	1
		Insufficient information provided	3	0	0	0	0	0	0	3
	Number of Auditors									
		No Stated Reason	6	0	0	0	0	0	0	6
	Ratification of Alternate Auditor									
		No Stated Reason	6	0	0	0	0	0	0	6



Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
Ratification of Auditor										
		No Stated Reason	122	0	1	0	0	0	1	124
		Excessive auditor tenure.	131	0	0	0	0	0	0	131
		Auditor contract contains alternative dispute resolution procedures	1	0	0	0	0	0	0	1
Ratification of Auditor's Acts										
		No Stated Reason	5	0	0	0	0	0	0	5
Stock Dividend/Dividend Reinvestment										
		No Stated Reason	18	0	0	0	0	0	0	18
<b>Board Related</b>			<b>5578</b>	<b>6</b>	<b>701</b>	<b>251</b>	<b>0</b>	<b>0</b>	<b>2</b>	<b>6538</b>
Approval of Nominating Committee Guidelines/Appoi										
		No Stated Reason	12	0	0	1	0	0	0	13
Approve Censor										
		Insufficient Justification	1	0	0	0	0	0	0	1
Approve Special Auditor's Report										
		No Stated Reason	20	0	0	0	0	0	0	20
Approve Supervisory Council										
		Insufficient information provided	3	0	0	0	0	0	0	3
		No Stated Reason	41	0	0	0	0	0	0	41
		Support Other Candidate	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Minority candidate is supported over management/controller candidate/s	7	0	0	0	0	0	0	7
		Potential unknown nominees w/o shareholder approval	2	0	0	0	0	0	0	2
		Supervisors are not sufficiently independent	10	0	0	0	0	0	0	10
		Other governance concerns	1	0	0	0	0	0	0	1
	Approve Supervisory Council Size									
		No Stated Reason	2	0	0	0	0	0	0	2
	Board Size									
		No Stated Reason	31	0	1	0	0	0	0	32
		Board size is above maximum threshold	1	0	0	0	0	0	0	1
	Board Spill									
		No Stated Reason	0	0	16	0	0	0	0	16
	Board Term Length									
		Insufficient information provided	1	0	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	0	1
	Election of Alternate Statutory Auditor									
		No Stated Reason	7	0	0	0	0	0	0	7
	Election of Board Committee Members									
		No Stated Reason	76	0	0	54	0	0	0	130

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Affiliate/Insider on a committee	1	0	0	0	0	0	0	1
		Board size	1	0	0	0	0	0	0	1
		Serves on too many boards	2	0	0	0	0	0	0	2
		Serves on more than three public company audit committees	1	0	0	0	0	0	0	1
		Insufficient audit committee independence; Board is not sufficiently independent; Professional Services Relationship	1	0	0	0	0	0	0	1
		Audit committee chair not independent	1	0	0	0	0	0	0	1
		Insufficient information provided	2	0	0	0	0	0	0	2
		Affiliate/Insider on a committee; Affiliate/Insider on audit committee; Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	1	0	0	0	0	0	0	1
		No independent lead or presiding director	1	0	0	0	0	0	0	1
		Director serves on excessive audit committees	1	0	0	0	0	0	0	1
		Insufficient audit committee independence	1	0	0	0	0	0	0	1
Election of Directors										
		No Stated Reason	4035	0	650	176	0	0	2	4863

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		In Australia, vote case-by-case.	0	0	4	0	0	0	0	4
		There are no women serving on the board.	6	0	0	0	0	0	0	6
		Insufficient shareholder protections for virtual-only meeting; Lack of board gender diversity	2	0	0	0	0	0	0	2
		Auditor not up for ratification	3	0	0	0	0	0	0	3
		There are no women serving on the board and the new nominee to the board is male.	11	0	0	0	0	0	0	11
		Vote against a non-independent nominee if at least a majority of the board is not independent.	372	0	0	0	0	0	0	372
		CFO on board	3	0	0	0	0	0	0	3
		The company has had no new board nominees in the past 5 years.	15	0	0	0	0	0	0	15
		Serves on too many boards	36	0	0	0	0	0	0	36
		IPO governance concerns	2	0	0	0	0	0	0	2
		Adopted forum selection clause in past year w/o shareholder approval	10	0	0	0	0	0	0	10
		Virtual-only meeting limits shareholder participation	3	0	0	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Vote against a non-independent nominee if at least a majority of the board is not independent. The compensation committee is not majority independent.	8	0	0	0	0	0	0	8
		Incomplete committee meeting and/or attendance disclosure	1	0	0	0	0	0	0	1
		Affiliate/Insider on audit committee	1	0	0	0	0	0	0	1
		Other governance issue	3	0	0	0	0	0	0	3
		Serves on too many boards; Did not implement SHP passed by a majority	1	0	0	0	0	0	0	1
		Ongoing compensation concerns; Did not implement SHP passed by a majority	2	0	0	0	0	0	0	2
		Did not implement SHP passed by a majority; Director received excessive against/withhold votes	1	0	0	0	0	0	0	1
		Vote against a non-independent nominee if at least a majority of the board is not independent. There are no women serving on the board and the new nominee to the board is male.	16	0	0	0	0	0	0	16
		Board is not sufficiently independent	10	0	0	0	0	0	0	10
		Insufficient response to shareholder dissent	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Related party transactions; Related party transactions disclosure concern	1	0	0	0	0	0	0	1
		Lack of board gender diversity	1	0	0	0	0	0	0	1
		Affiliate/Insider on nominating/governance committee	1	0	0	0	0	0	0	1
		Related party transactions	5	0	0	0	0	0	0	5
		Excessive board size	1	0	0	0	0	0	0	1
		Affiliate/Insider on compensation committee	1	0	0	0	0	0	0	1
		Board is not sufficiently independent; Responsible for lack of board independence	5	0	0	0	0	0	0	5
		As Chair of Rio Tinto's Sustainability Committee they failed to adequately manage social & environmental risks with respect to the destruction of the Juukan Gorge rock shelters. As a consequence, the Chair should be held responsible for this event & loss of cultural significance.	0	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		As Chair of the Audit Committee and a Member of the Sustainability Committee, they should have been aware of the deficiency in controls and process which ultimately resulted in the destruction of the Juukan Gorge.	0	0	1	0	0	0	0	1
		The nominating governance committee is not majority independent. Vote against a non-independent nominee if at least a majority of the board is not independent. The compensation committee is not majority independent.	18	0	0	0	0	0	0	18
		Beneficial owner on audit committee	1	0	0	0	0	0	0	1
		Less than 75% Attendance	3	0	0	0	0	0	0	3
		Audit committee met an insufficient number of times	5	0	0	0	0	0	0	5
		Auditor not up for ratification; No compensation committee; Vote results not disclosed	1	0	0	0	0	0	0	1
		The nominating governance committee is not majority independent. The compensation committee is not majority independent.	9	0	0	0	0	0	0	9

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Less than 75% Attendance; Potential overcommitment	1	0	0	0	0	0	0	1
		No independent lead or presiding director	6	0	0	0	0	0	0	6
		Potential overcommitment	2	0	0	0	0	0	0	2
		Director serves on excessive audit committees	3	0	0	0	0	0	0	3
		Audit fees or breakdown not disclosed; No financial expert	1	0	0	0	0	0	0	1
		Ongoing compensation concerns; Insufficient response to shareholder dissent	4	0	0	0	0	0	0	4
		The nominee is not independent and the board does not have at least a majority of non-independent directors.	6	0	0	0	0	0	0	6
		Ongoing compensation concerns; Insufficient response to shareholder dissent; Less than 75% Attendance	1	0	0	0	0	0	0	1
		The nominating governance committee is not majority independent. The compensation committee is not majority independent. The nominee is not independent and the board does not have at least a majority of non-independent directors.	1	0	0	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	2	0	0	0	0	0	0	2
		The nominating governance committee is not majority independent.	5	0	0	0	0	0	0	5
		Candidate withdrawn	2	0	0	0	0	0	0	2
		There are no women serving on the board and the new nominee to the board is male. There are no women serving on the board. The company has had no new board nominees in the past 5 years.	2	0	0	0	0	0	0	2
		There are no women serving on the board and the new nominee to the board is male. The company has had no new board nominees in the past 5 years.	1	0	0	0	0	0	0	1
		Unaudited financial statements	1	0	0	0	0	0	0	1
		The nominating governance committee is not majority independent. Vote against a non-independent nominee if at least a majority of the board is not independent.	7	0	0	0	0	0	0	7
		Responsible for lack of board independence	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Other unique issue	3	0	0	0	0	0	0	3
		Professional Services Relationship	3	0	0	0	0	0	0	3
		Other compensation issues	2	0	0	0	0	0	0	2
		The compensation committee is not majority independent.	7	0	0	0	0	0	0	7
		The nominating governance committee is not majority independent. The compensation committee is not majority independent.	1	0	0	0	0	0	0	1
		Ongoing compensation concerns	2	0	0	0	0	0	0	2
		Non-audit fees exceed audit fees	3	0	0	0	0	0	0	3
		Vote against a non-independent nominee if at least a majority of the board is not independent. The company has had no new board nominees in the past 5 years.	3	0	0	0	0	0	0	3
		Attended less than 75% of board meetings; Less than 75% Attendance	1	0	0	0	0	0	0	1
		Non-audit fees exceed audit fees; Serves on too many boards	1	0	0	0	0	0	0	1
		There are no women serving on the board. Vote against a non-independent nominee if at least a majority of the board is not independent.	5	0	0	0	0	0	0	5

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		There are no women serving on the board. The compensation committee is not majority independent.	1	0	0	0	0	0	0	1
		Insufficient information provided	1	0	0	0	0	0	0	1
		The nominating governance committee is not majority independent. There are no women serving on the board. Vote against a non-independent nominee if at least a majority of the board is not independent.	1	0	0	0	0	0	0	1
		Audit committee met an insufficient number of times; Less than 75% Attendance	1	0	0	0	0	0	0	1
		Auditor not up for ratification; No financial expert; Serves on too many boards	1	0	0	0	0	0	0	1
		Board is not sufficiently independent; Serves on too many boards; Insufficient risk committee independence	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Compensation committee chair not independent; Insider on compensation committee; Insufficient compensation committee independence requirement; Non-director on remuneration committee; Board is not sufficiently independent; Insufficient nominating committee independence requirement; Nominating committee chair not independent; Non-director on nomination committee; Responsible for lack of board independence	1	0	0	0	0	0	0	1
		Board is not sufficiently independent; Extensive strategic shareholdings; Insufficient gender diversity/no diversity policy; Responsible for lack of board independence	1	0	0	0	0	0	0	1
		There are no women serving on the board. The nominee is not independent and the board does not have at least a majority of non-independent directors.	1	0	0	0	0	0	0	1

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Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	2	4	0	0	0	0	0	6
Election of Statutory Auditors										
		No Stated Reason	31	0	0	0	0	0	0	31
		Statutory auditor board is not sufficiently independent; Board is not sufficiently independent	2	0	0	0	0	0	0	2
		Statutory auditor board is not sufficiently independent	3	0	0	0	0	0	0	3
		Professional Services Relationship	1	0	0	0	0	0	0	1
Election of Supervisory Board										
		No Stated Reason	92	0	0	0	0	0	0	92
		Affiliate/Insider on compensation committee; Board is not sufficiently independent; Serves on too many boards; Affiliate/Insider on nominating/governance committee	1	0	0	0	0	0	0	1
		Affiliate/Insider on audit committee; Audit committee chair not independent	1	0	0	0	0	0	0	1
		Lack of board gender diversity	1	0	0	0	0	0	0	1
		Insufficient information provided	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Affiliate/Insider on a committee; Affiliate/Insider on audit committee; Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	1	0	0	0	0	0	0	1
		Supervisors are not sufficiently independent	2	0	0	0	0	0	0	2
	Election of Supervisory Board Members (Slate)									
		No Stated Reason	1	0	0	0	0	0	0	1
		Insufficient information provided	2	0	0	0	0	0	0	2
	Election of the Chair of Statutory Auditors									
		No Stated Reason	1	2	0	0	0	0	0	3
	Indemnification of Directors/Officers									
		No Stated Reason	8	0	0	0	0	0	0	8
	Misc. Management Proposal Regarding Board									
		No Stated Reason	15	0	0	0	0	0	0	15
		Insufficient information provided	2	0	0	0	0	0	0	2
	Post-Employment /Severance Agreements									
		No Stated Reason	1	0	12	0	0	0	0	13
	Ratification of Board Acts - Legal									
		No Stated Reason	248	0	0	3	0	0	0	251



Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Ongoing investigations	2	0	0	0	0	0	0	2
		Not in shareholders' best interests	2	0	0	0	0	0	0	2
		Insufficient response to shareholder dissent	2	0	0	0	0	0	0	2
		Poor response to prior year dissent	1	0	0	0	0	0	0	1
		Potential conflict of interests	1	0	0	0	0	0	0	1
	Ratification of Co-Option of a Director									
		No Stated Reason	18	0	0	0	0	0	0	18
		Board is not sufficiently independent; Attendance; Serves on too many boards; Board is not sufficiently independent; Less than 75% Attendance; Serves on too many boards	1	0	0	0	0	0	0	1
		Serves on too many boards	1	0	0	0	0	0	0	1
	Ratification of Management Acts - Legal									
		No Stated Reason	62	0	0	13	0	0	0	75
		Ongoing investigations	2	0	0	0	0	0	0	2
	Related Party Transactions									
		No Stated Reason	45	0	9	0	0	0	0	54
		Potential conflict of interests; Granting unfettered discretion is unwise	3	0	0	0	0	0	0	3

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Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	13	0	0	0	0	0	0	13
		Potential dilution exceeds recommended threshold	3	0	0	0	0	0	0	3
		May be used as anti-takeover device	1	0	0	0	0	0	0	1
	Authority to Issue Preferred Stock									
		Supports dual-class structure	1	0	0	0	0	0	0	1
	Authority to Issue Shares and Convertible Debt w or w/o Pr									
		Potential dilution exceeds recommended threshold	1	0	0	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	0	8
	Authority to Issue Shares and Convertible Debt w/ Preempti									
		No Stated Reason	20	0	0	0	0	0	0	20
		May be used as anti-takeover device	2	0	0	0	0	0	0	2
	Authority to Issue Shares and Convertible Debt w/o Preemp									
		No Stated Reason	23	0	0	0	0	0	0	23
		Potential dilution exceeds recommended threshold	6	0	0	0	0	0	0	6
		May be used as anti-takeover device	4	0	0	0	0	0	0	4
	Authority to Issue Shares w/ Preemptive Rights									
		No Stated Reason	58	0	5	0	0	0	0	63
	Authority to Issue Shares w/o Preemptive Rights									
		No Stated Reason	122	0	11	0	0	0	0	133

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive issuance; Issue price discount not disclosed	32	0	0	0	0	0	0	32
		Excessive issuance	4	0	0	0	0	0	0	4
		Issue price discount not disclosed	3	0	0	0	0	0	0	3
		Issue price discount not disclosed; Excessive issuance	5	0	0	0	0	0	0	5
		Discount exceeds reasonable limits	2	0	0	0	0	0	0	2
		Not in favor of related transaction	1	0	0	0	0	0	0	1
	Authority to Issue Stock w/ or w/out Preemptive Rights									
		Potential dilution exceeds recommended threshold	1	0	0	0	0	0	0	1
		No Stated Reason	21	0	0	0	0	0	0	21
	Authority to Repurchase and Re-Issue Shares									
		No Stated Reason	50	0	0	0	0	0	0	50
		Amendment is not in best interests of shareholders	1	0	0	0	0	0	0	1
		Potential dilution exceeds recommended threshold	1	0	0	0	0	0	0	1
		May be used as anti-takeover device; Not in shareholders' best interests	1	0	0	0	0	0	0	1
	Authority to Repurchase Shares									
		No Stated Reason	144	0	7	7	0	0	0	158
		Insufficient information provided	3	0	0	0	0	0	0	3

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Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	16	0	0	0	0	0	0	16
		Issue price discount not disclosed	1	0	0	0	0	0	0	1
	Limit to Capital Increase									
		No Stated Reason	3	0	0	0	0	0	0	3
	Misc. Proposal Regarding Capital									
		No Stated Reason	6	0	0	0	0	0	0	6
	Reduction in Authorized Capital									
		No Stated Reason	2	0	3	0	0	0	0	5
	Reduction in Share Premium Account									
		No Stated Reason	3	0	0	0	0	0	0	3
	Repurchase of Shares									
		No Stated Reason	1	0	0	0	0	0	0	1
		Repurchase price not disclosed	1	0	0	0	0	0	0	1
	Reverse Stock Split									
		No Stated Reason	0	0	2	0	0	0	0	2
	Stock Split									
		No Stated Reason	11	0	0	0	0	0	0	11
	Use/Transfer of Reserves									
		No Stated Reason	6	0	0	0	0	0	0	6
<b>Changes to Company Statutes</b>			<b>395</b>	<b>0</b>	<b>74</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>475</b>

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Adoption of Majority Vote for Election of Directors									
		No Stated Reason	1	0	0	0	0	0	0	1
	Adoption of New Articles									
		No Stated Reason	15	0	10	0	0	0	0	25
		Limits shareholder rights	1	0	0	0	0	0	0	1
	Adoption of Shareholder Rights' Plan									
		No Stated Reason	1	0	0	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled									
		No Stated Reason	99	0	39	0	0	0	0	138
		Insufficient information provided	1	0	0	0	0	0	0	1
		Shortened notice period could disenfranchise shareholders	1	0	0	0	0	0	0	1
		Not in shareholders' best interests	2	0	0	0	0	0	0	2
		Amendment is not in best interests of shareholders	1	0	0	0	0	0	0	1
	Amendment to Poison Pill									
		No Stated Reason	1	0	0	0	0	0	0	1
	Amendments to Articles (Technical)									
		No Stated Reason	77	0	5	4	0	0	0	86
	Amendments to Articles, Constitution, Bylaws									
		In Australia, vote case-by-case.	0	0	2	0	0	0	0	2



[illegible]

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Not in shareholders' best interests	1	0	0	0	0	0	0	1
		No Stated Reason	6	0	0	0	0	0	0	6
	Elimination of Cumulative Voting									
		No Stated Reason	2	0	0	0	0	0	0	2
	Elimination of Supermajority Requirement									
		No Stated Reason	12	0	0	0	0	0	0	12
	Misc. Article Amendments									
		No Stated Reason	2	0	0	0	0	0	0	2
		Limits shareholder rights	1	0	0	0	0	0	0	1
		Amendment is not in best interests of shareholders	1	0	0	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover Devices									
		No Stated Reason	1	0	6	0	0	0	0	7
		Poor disclosure	1	0	0	0	0	0	0	1
		May be used as anti-takeover device	2	0	0	0	0	0	0	2
		Insufficient information provided	3	0	0	0	0	0	0	3
	Repeal of Classified Board									
		No Stated Reason	6	0	0	0	0	0	0	6
	Restoration of Right to Call a Special Meeting									
		No Stated Reason	5	0	0	0	0	0	0	5

[illegible]

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	213	0	1	0	0	0	1	215
		Poorly justified adjustments relating to COVID-19	2	0	0	0	0	0	0	2
		Insufficient response to shareholder dissent; Poor overall design	1	0	0	0	0	0	0	1
		Poor overall design	4	0	0	0	0	0	0	4
		Concerning pay practices	12	0	0	0	0	0	0	12
		Poor compensation structure/performance conditions	1	0	0	0	0	0	0	1
		Excessive compensation	1	0	0	0	0	0	0	1
		Pay and performance disconnect; Insufficient response to shareholder dissent	2	0	0	0	0	0	0	2
		Pay and performance disconnect; Concerning pay practices	2	0	0	0	0	0	0	2
		Pay and performance disconnect	3	0	0	0	0	0	0	3
		Pay and performance disconnect; Poorly justified adjustments relating to COVID-19	1	0	0	0	0	0	0	1
		Concerning pay practices; Pay and performance disconnect	1	0	0	0	0	0	0	1
		Substantial retention awards	1	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Pay and performance disconnect	1	0	0	0	0	0	0	1
		Grants are excessive	2	0	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive granting practices in light of COVID-19	1	0	0	0	0	0	0	1
		Poorly justified adjustments relating to COVID-19; Concerning pay practices	1	0	0	0	0	0	0	1
		Concerning pay practices; Excessive compensation; Pay and performance disconnect	1	0	0	0	0	0	0	1
	Advisory Vote on Severance									
		No Stated Reason	1	0	0	0	0	0	0	1
	Amendment to Director Equity Compensation Plan									
		Excessive compensation; Poor overall compensation disclosure	1	0	0	0	0	0	0	1
		No Stated Reason	4	0	0	0	0	0	0	4
	Amendment to Employee Stock Purchase Plan									
		No Stated Reason	7	0	0	0	0	0	0	7
	Amendment to Equity Compensation Plan									
		No Stated Reason	30	0	0	0	0	0	0	30
	Amendment to Restricted Stock Plan									
		No Stated Reason	0	0	1	0	0	0	0	1
	Amendment to Stock Option Plan									
		Excessively dilutive; Poor overall design	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Excessively dilutive; NEDs may participate in executive plan	1	0	0	0	0	0	0	1
		No Stated Reason	21	0	1	0	0	0	0	22
		Poorly justified adjustments relating to COVID-19	1	0	0	0	0	0	0	1
	Amendment to Stock Purchase Plan									
		No Stated Reason	2	0	1	0	0	0	0	3
	Bonus									
		Excessive bonus	1	0	0	0	0	0	0	1
		Compensation policy is not in best interests of shareholders	1	0	0	0	0	0	0	1
		Not in shareholders' best interests	1	0	0	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	0	8
		Grants made to outsiders and/or statutory auditors	1	0	0	0	0	0	0	1
	Bonus/162(m) Plan									
		No Stated Reason	1	0	0	0	0	0	0	1
	Bonuses for Retiring Directors (JP)									
		Not linked to performance	1	0	0	0	0	0	0	1
	Capital Proposal to Implement Equity Compensat									
		No Stated Reason	25	0	0	1	0	0	0	26
		Not in shareholders' best interests	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Short vesting period	1	0	0	0	0	0	0	1
		Poor overall compensation disclosure	2	0	0	0	0	0	0	2
		Not linked to performance; Short vesting period	1	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design	1	0	0	0	0	0	0	1
Directors' Fees										
		No Stated Reason	157	0	14	2	0	0	0	173
		Excessive compensation	5	0	0	0	0	0	0	5
		Excessive Bonus	1	0	0	0	0	0	0	1
		Insufficient information provided	4	0	0	0	0	0	0	4
		Excessive bonus	2	0	0	0	0	0	0	2
		Non-executive participation linked to performance	1	0	0	0	0	0	0	1
		Compensation policy is not in best interests of shareholders	1	0	0	0	0	0	0	1
Directors' Stock Option Plan										
		No Stated Reason	0	0	3	0	0	0	0	3
Employment Agreement										
		No Stated Reason	11	0	0	0	0	0	0	11
		Compensation policy is not in best interests of shareholders	2	0	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Compensation policy is not in best interests of shareholders; Concerning pay practices	1	0	0	0	0	0	0	1
		Short vesting period; One-time bonus	1	0	0	0	0	0	0	1
	Misc. Proposal Regarding Compensation									
		No Stated Reason	36	0	1	2	0	0	0	39
		Not in shareholders' best interests	1	0	0	0	0	0	0	1
		Poor response to prior year dissent	1	0	0	0	0	0	0	1
		Poor response to prior year dissent; Poor overall design; Poor overall compensation disclosure	1	0	0	0	0	0	0	1
		Poor response to shareholder dissent	1	0	0	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)									
		No Stated Reason	103	0	1	15	0	0	0	119
		Excessive compensation	1	0	0	0	0	0	0	1
		Equity grant to major shareholder	1	0	0	0	0	0	0	1
		Insufficient justification	1	0	0	0	0	0	0	1
		NEDs may participate in executive plan	1	0	0	0	0	0	0	1
	Remuneration Policy (Forward-Looking)									
		Equity awards to controlling shareholder	1	0	0	0	0	0	0	1
		No Stated Reason	72	0	1	21	0	0	0	94



Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Poor overall compensation disclosure; Poor compensation structure/performance conditions	1	0	0	0	0	0	0	1
		No limits on LTI awards; STI metrics not disclosed	1	0	0	0	0	0	0	1
		Introduction of Transaction Bonus	1	0	0	0	0	0	0	1
		Potential for excessive pay	1	0	0	0	0	0	0	1
		No individual payout limits under LTI	1	0	0	0	0	0	0	1
		Short performance period for LTIP; Poor response to prior year dissent	4	0	0	0	0	0	0	4
		Insufficient response to shareholder dissent	1	0	0	0	0	0	0	1
		Poor overall design; Pay-for-performance disconnect in light of COVID-19	1	0	0	0	0	0	0	1
		Poor overall design; Poor overall compensation disclosure; Equity awards to controlling shareholder	1	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design	1	0	0	0	0	0	0	1
		Compensation policy is not in best interests of shareholders	1	0	0	0	0	0	0	1
		NEDs may participate in executive plan	1	0	0	0	0	0	0	1
		Increase is excessive	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Poor overall compensation disclosure; Poor overall design; Poor response to shareholder dissent	1	0	0	0	0	0	0	1
		Equity grant to major shareholder; Poor response to shareholder dissent	1	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to prior year dissent	1	0	0	0	0	0	0	1
		Poor compensation structure/performance conditions; Poor overall compensation disclosure; Poor response to prior year dissent	1	0	0	0	0	0	0	1
		No variable pay	1	0	0	0	0	0	0	1
		Increase is excessive; Poor response to shareholder dissent; Poor overall design; Poor overall compensation disclosure	1	0	0	0	0	0	0	1
		Increase is excessive; Poor overall design; Poor overall compensation disclosure; Poor response to shareholder dissent	1	0	0	0	0	0	0	1
	Remuneration Report (Retrospective)									
		No Stated Reason	155	0	260	20	0	0	0	435
		In Australia, vote case-by-case.	0	0	2	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Equity awards to controlling shareholder; Poor overall design	1	0	0	0	0	0	0	1
		Upward discretion exercised	2	0	0	0	0	0	0	2
		Poor compensation structure/performance conditions	2	0	0	0	0	0	0	2
		Poor overall design	11	0	0	0	0	0	0	11
		Lacks long-term incentive plan	1	0	0	0	0	0	0	1
		Poorly justified adjustments relating to COVID-19	5	0	0	0	0	0	0	5
		Excessive compensation; Concerning pay practices	1	0	0	0	0	0	0	1
		CEO pay that is unreasonable compared with other members of the executive team, as it's more than twice the pay of the next most highly paid executive.	0	0	2	0	0	0	0	2
		Excessive LTI grants	1	0	0	0	0	0	0	1
		Short performance period for LTIP	4	0	0	0	0	0	0	4
		Pay and performance disconnect	1	0	0	0	0	0	0	1
		Same Performance Metrics for LTI and STI; Removal of performance conditions	2	0	0	0	0	0	0	2
		Poor overall compensation disclosure	2	0	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		NEDs may participate in executive plan	2	0	0	0	0	0	0	2
		Lowered STI performance targets; Awarded discretionary STI increase	1	0	0	0	0	0	0	1
		Increase is excessive	1	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Unchallenging performance targets	1	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Pay and performance disconnect	1	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Equity awards to controlling shareholder	1	0	0	0	0	0	0	1
		Excessive compensation; Poor overall design; Poor overall compensation disclosure	1	0	0	0	0	0	0	1
		Equity award to major shareholder; Poorly justified adjustments relating to COVID-19	1	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent	1	0	0	0	0	0	0	1
		No performance targets; Short vesting period; Poor response to shareholder dissent	1	0	0	0	0	0	0	1
		Discretionary performance assessment	1	0	0	0	0	0	0	1
		Pay-for-performance disconnect in light of COVID-19	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Concerning pay practices	1	0	0	0	0	0	0	1
		Poor overall design; Poor overall compensation disclosure; Poor response to shareholder dissent	3	0	0	0	0	0	0	3
		Equity grant to major shareholder; Poor response to shareholder dissent; Increase is excessive	1	0	0	0	0	0	0	1
		Poor overall design; Poor response to prior year dissent	1	0	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Poor compensation structure/performance conditions; Poor overall compensation disclosure	1	0	0	0	0	0	0	1
		Excessive discretionary awards	1	0	0	0	0	0	0	1
		No variable pay	1	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Increase is excessive; Poor response to shareholder dissent	1	0	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to shareholder dissent	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Poor response to shareholder dissent; Poor overall design; Poor overall compensation disclosure	1	0	0	0	0	0	0	1
		Poor response to shareholder dissent; Poor overall compensation disclosure; Poor overall design	2	0	0	0	0	0	0	2
		Poor overall compensation disclosure; Lacks long-term incentive plan	1	0	0	0	0	0	0	1
Say When on Pay										
		An annual advisory vote on executive compensation is in the best interests of shareholders	2	0	0	0	0	0	0	2
		No Stated Reason	12	0	0	0	0	0	0	12
Statutory Auditors' Fees										
		No Stated Reason	8	0	0	0	0	0	0	8
		Excessive compensation	1	0	0	0	0	0	0	1
Stock Option Grants										
		No Stated Reason	21	0	294	0	0	0	0	315
		In Australia, vote case-by-case.	0	0	2	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		CEO pay that is unreasonable compared with other members of the executive team, as it's more than twice the pay of the next most highly paid executive.	0	0	2	0	0	0	0	2
		Plan is not in best interests of shareholders	1	0	0	0	0	0	0	1
		Change of control provision	1	0	0	0	0	0	0	1
		Change of control provision; Excessive range of participants	1	0	0	0	0	0	0	1
		Pay and performance disconnect; Equity grant to major shareholder	1	0	0	0	0	0	0	1
Stock Option Plan										
		No Stated Reason	35	0	39	0	0	0	0	74
		Excessive range of participants	1	0	0	0	0	0	0	1
		Poor overall design	2	0	0	0	0	0	0	2
		Discount exceeds reasonable limits; Potential conflict of interests	1	0	0	0	0	0	0	1
		Discount exceeds reasonable limits	2	0	0	0	0	0	0	2
		Change of control provision	1	0	0	0	0	0	0	1
		Non-executive participation linked to performance	1	0	0	0	0	0	0	1
		Potential for excessive grants	1	0	0	0	0	0	0	1

Issue Code	Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
			Poor overall design; Pay-for-performance disconnect in light of COVID-19	1	0	0	0	0	0	0	1
			Not in shareholders' best interests	2	0	0	0	0	0	0	2
		Stock Purchase Plan									
			No Stated Reason	43	0	3	0	0	0	0	46
			Potential dilution exceeds recommended threshold	1	0	0	0	0	0	0	1
		Supervisory Board/ Corp Assembly Fees									
			No Stated Reason	14	0	0	1	0	0	0	15
			Insufficient information provided	1	0	0	0	0	0	0	1
			Increase is excessive	1	0	0	0	0	0	0	1
			Insufficient justification	1	0	0	0	0	0	0	1
			Non-executive participation linked to performance; Poor response to shareholder dissent	1	0	0	0	0	0	0	1
		Trust Type Equity Plans (JP)									
			No Stated Reason	3	0	0	0	0	0	0	3
<b>M&amp;A</b>				<b>115</b>	<b>0</b>	<b>21</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>137</b>
		Divestiture/Spin-off									
			No Stated Reason	17	0	3	0	0	0	0	20
			Insufficient information provided	1	0	0	0	0	0	0	1
		Intra-company Contracts/Control Agreement									



Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	57	0	0	0	0	0	0	57
		Insufficient information provided	1	0	0	0	0	0	0	1
	Merger by Absorption between Parent and Subsidiar									
		No Stated Reason	12	0	0	1	0	0	0	13
		Insufficient information provided	2	0	0	0	0	0	0	2
	Merger/Acquisition									
		No Stated Reason	16	0	16	0	0	0	0	32
		Insufficient information provided	1	0	0	0	0	0	0	1
		Excessive value of merger consideration	1	0	0	0	0	0	0	1
	Misc. Proposal Regarding Restructuring									
		No Stated Reason	0	0	1	0	0	0	0	1
	Restructuring/Capitalization									
		No Stated Reason	7	0	1	0	0	0	0	8
Meeting Administration			196	0	0	28	0	0	0	224
	Appointment of Independent Proxy (Switzerland)									
		No Stated Reason	1	0	0	14	0	0	0	15
	Authorization of Legal Formalities									
		No Stated Reason	78	0	0	0	0	0	0	78
		Not in shareholders" best interests	2	0	0	0	0	0	0	2
		Insufficient information provided	4	0	0	0	0	0	0	4

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Right to Adjourn Meeting									
		No Stated Reason	7	0	0	0	0	0	0	7
	Routine Meeting Item									
		No Stated Reason	99	0	0	9	0	0	0	108
	Transact Other Business									
		No Stated Reason	0	0	0	5	0	0	0	5
		Granting unfettered discretion is unwise	5	0	0	0	0	0	0	5
<b>Other</b>			199	1	43	1	0	0	0	244
	Approval of Political Donation									
		Generally vote Against proposals to approve political donations.	22	0	0	0	0	0	0	22
		No Stated Reason	0	0	1	0	0	0	0	1
	Approve Technical Vote Requirements									
		No Stated Reason	46	0	0	0	0	0	0	46
		Not in shareholders' best interests	11	0	0	0	0	0	0	11
		Allocate votes proportionally among all directors	21	0	0	0	0	0	0	21
		Potential unknown nominees w/o shareholder approval	3	0	0	0	0	0	0	3
		Affiliate/Insider on a committee; Board is not sufficiently independent	1	0	0	0	0	0	0	1
		Affiliate/Insider on a committee	2	0	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Not in shareholders' best interests	2	0	0	0	0	0	0	2
		Alternate nominees in the best interests of shareholders	3	0	0	0	0	0	0	3
		Serves on too many boards	2	0	0	0	0	0	0	2
	Authorization of Charitable Donations									
		No Stated Reason	7	0	0	0	0	0	0	7
		Insufficient information provided	2	0	0	0	0	0	0	2
	Bondholder/Bankruptcy Proposal									
		No Stated Reason	0	0	14	0	0	0	0	14
	Declaration of Material Interest									
		No Stated Reason	0	0	1	0	0	0	0	1
	Management Proposal Regarding ESG Issues									
		No Stated Reason	6	0	0	1	0	0	0	7

[illegible]

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Favor linking executive compensation to social criteria.	3	0	0	0	0	0	0	3
	SHP Regarding Misc. Compensation									
	SHP regarding Misc. Compensation									
		No Stated Reason	4	0	0	0	0	0	0	4
		Adoption of a bonus deferral policy represents best practice and helps to mitigate risks	2	0	0	0	0	0	0	2
		No Stated Reason	2	0	0	0	0	0	0	2
	SHP Regarding Race and/or Gender Pay Equity Report									
		No Stated Reason	4	0	0	0	0	0	0	4
	SHP Regarding Report on Ratio Between CEO and Empl									
		No Stated Reason	5	0	0	0	0	0	0	5
<b>SHP: Environment</b>			<b>32</b>	<b>1</b>	<b>11</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>
	SHP Regarding Climate Lobbying									
		We believe that companies who position themselves as 'climate-aware' should avoid industry associations and lobby groups whose policies are inconsistent with the Paris climate change agreement.	0	0	1	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Additional reporting would provide shareholders with assurance that Company funds were being spent in a manner that furthered its stated objectives.	1	0	0	0	0	0	0	1
	SHP Regarding Environmental Report									
		No Stated Reason	3	0	0	0	0	0	0	3
	SHP Regarding Formation of Environmental/Social Commit									
		Favor the establishment of a board environmental committee	1	0	0	0	0	0	0	1
	SHP Regarding Misc. Energy/Environmental Issues									
		Favor increased environmental reporting/responsibility.	5	0	0	0	0	0	0	5
		No Stated Reason	0	1	0	0	0	0	0	1
	SHP Regarding Misc. Environmental Issue									
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	0	0	1	0	0	0	0	1
		No Stated Reason	1	0	0	4	0	0	0	5

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Report on Antibiotics in Animal Agricult									
		Favor report on animal antibiotics.	1	0	0	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change									
		Favor increased environmental reporting/responsibility.	6	0	0	0	0	0	0	6
		No Stated Reason	7	0	5	0	0	0	0	12
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	0	0	1	0	0	0	0	1
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	0	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		The adoption of targets to reduce the company's exposure to fossil fuels is warranted. Adoption of reduction targets aimed to limit the company's exposure to fossil fuels would enable shareholders to better understand how the company is managing climate change related-risks and assess the effectiveness of the company's related efforts.	0	0	1	0	0	0	0	1
		Audited climate reporting could provide actionable information for shareholders.	1	0	0	0	0	0	0	1
	SHP Regarding Reporting and Reducing Greenhouse Gas Em									
		We will push for companies to provide independent evidence of action taken to progress towards the Paris climate change agreement emissions reduction target.	0	0	1	0	0	0	0	1
		Favor increased environmental reporting/responsibility.	5	0	0	0	0	0	0	5
		No Stated Reason	0	0	0	1	0	0	0	1
	SHP Regarding Sustainability or Environmental Reports									
		No Stated Reason	0	0	0	1	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
<b><i>SHP: Governance</i></b>			<b>148</b>	<b>0</b>	<b>14</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>168</b>
	SHP Regarding Additional or Amended Shareholder Proposals									
		No Stated Reason	0	0	0	3	0	0	0	3
		Granting unfettered discretion is unwise	2	0	0	0	0	0	0	2
	SHP Regarding Board Composition									
		No Stated Reason	7	0	0	0	0	0	0	7
	SHP Regarding Election of Board Member(s) During a Company's Fiscal Year									
		Adds relevant oil and gas experience	1	0	0	0	0	0	0	1
		Election of partial Dissident slate sufficient	2	0	0	0	0	0	0	2
		Adds relevant regulatory, technological and energy experience	1	0	0	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	0	8
	SHP Regarding Election of Dissident Board Member(s)									
		No Stated Reason	4	0	2	0	0	0	0	6
	SHP Regarding Election of Dissident Supervisory Board									
		Insufficient information provided	1	0	0	0	0	0	0	1
	SHP Regarding Eliminating Supermajority Provisions									
		Supermajority vote requirements can impede shareholders' ability to approve ballot items that are in their interests	5	0	0	0	0	0	0	5

[illegible]

[illegible]

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		The Company's 25% ownership threshold is too high to provide shareholders with a meaningful right to action by written consent	1	0	0	0	0	0	0	1
		No Stated Reason	14	0	0	0	0	0	0	14
		Management-proposed 25% ownership threshold is too high	1	0	0	0	0	0	0	1
		Shareholder action by written consent enables shareholders to take action on important issues that arise between annual meetings	11	0	0	0	0	0	0	11
		The Company's 20% ownership threshold is too high to provide shareholders with a meaningful right to action by written consent	1	0	0	0	0	0	0	1
	SHP Regarding Right to Call a Special Meeting									
		A 20% special meeting right is preferable to a 25% right	1	0	0	0	0	0	0	1
		A 10% threshold for calling a special meeting is appropriate	8	0	0	0	0	0	0	8
		A 15% threshold for calling a special meeting is appropriate	3	0	0	0	0	0	0	3
		No Stated Reason	3	0	0	0	0	0	0	3
		Not in the best interests of shareholders	1	0	0	0	0	0	0	1

[illegible]

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Disclosure will help shareholders assess the Company's response and handling of mandatory arbitration in employee disputes	1	0	0	0	0	0	0	1
		Production of requested report would give shareholders critical information concerning the Company's management of diversity-related issues	1	0	0	0	0	0	0	1
		Enhanced disclosure would allow shareholders a better understanding of how the issue of diversity was being managed	1	0	0	0	0	0	0	1
		Additional reporting on diversity and inclusion is necessary for shareholders to understand how the Company is managing this issue	1	0	0	0	0	0	0	1
		Employees and shareholders would benefit from an independent investigation into harassment	1	0	0	0	0	0	0	1
		No Stated Reason	3	0	0	0	0	0	0	3
		Additional disclosure will allow shareholders to better assess the risks faced by the Company on account of its use of mandatory arbitration	1	0	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Additional disclosure would benefit shareholders by allowing them to gain more insight as to how the Company approaches issues of management-level diversity	1	0	0	0	0	0	0	1
		Enhanced disclosure would allow shareholders a better understanding of how the issue of diversity was being managed and overseen	3	0	0	0	0	0	0	3
	SHP Regarding Misc. Labor Issues/Policies									
		Favor improved labor reporting/monitoring.	1	0	0	0	0	0	0	1
	SHP Regarding Misc. Nuclear Issue									
		No Stated Reason	0	0	0	1	0	0	0	1
	SHP Regarding Misc. Social Issue									
		No Stated Reason	23	0	3	0	0	0	0	26
		Additional disclosure is reasonable in light of the Company's unique circumstances	1	0	0	0	0	0	0	1
		Shareholder proposal is anti-social.	1	0	0	0	0	0	0	1
	SHP Regarding Report on EEO									
		Favor improved labor reporting/monitoring.	2	0	0	0	0	0	0	2
	SHP Regarding Reporting on Company's Compliance with I									
		No Stated Reason	0	0	1	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Favor improved human/political rights policies/disclosure.	4	0	0	0	0	0	0	4
	SHP Regarding Reviewing Charitable Spending									
		Shareholder proposal is anti-social.	1	0	0	0	0	0	0	1
	SHP Regarding Reviewing Political Spending or Lobbying									
		Favor review/limit political spending.	20	0	0	0	0	0	0	20
		No Stated Reason	0	1	0	0	0	0	0	1
		Increased disclosure would allow shareholders to more fully assess risks presented by the Company's indirect lobbying activities	1	0	0	0	0	0	0	1

## Proposal Reasons – Votes Versus Glass Lewis

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
<b>Total for all Categories</b>			<b>10967</b>	<b>844</b>	<b>442</b>	<b>0</b>	<b>15</b>	<b>0</b>	<b>12268</b>
<b><i>Audit/Financials</i></b>			<b>1278</b>	<b>162</b>	<b>61</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1501</b>
	Accounts and Reports (Bundled Issues)								
		No Stated Reason	28	0	2	0	0	0	30
		Unaudited financial statements	22	0	0	0	0	0	22
	Allocation of Profits/Dividends								
		No Stated Reason	305	0	23	0	0	0	328



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Insufficient information provided	4	0	0	0	0	0	4
	Appointment of Auditor								
		No Stated Reason	145	1	18	0	0	0	164
		Excessive auditor tenure.	3	22	0	0	0	0	25
		Insufficient information provided	2	0	0	0	0	0	2
	Appointment of Auditor and Authority to Set Fees								
		No Stated Reason	98	0	0	0	0	0	98
		Excessive auditor tenure.	1	9	0	0	0	0	10
		Failure to disclose breakdown of fees; Appointment of the auditor is for multiple years	1	0	0	0	0	0	1
		Insufficient information provided	3	0	0	0	0	0	3
		Insufficient information provided; Failure to disclose breakdown of fees	1	0	0	0	0	0	1
		Excessive non-audit fees	1	0	0	0	0	0	1
	Appointment of Special Auditor								
		No Stated Reason	2	0	0	0	0	0	2
	Approval of Non-Financial Reports								
		No Stated Reason	80	0	0	0	0	0	80

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Approve Payment of Fees to Special Auditors								
		No Stated Reason	9	0	0	0	0	0	9
	Authority to Set Auditor's Fees								
		No Stated Reason	69	0	2	0	0	0	71
		Excessive non-audit fees	1	0	0	0	0	0	1
	Bonus Dividend/Bonus Share Issue								
		No Stated Reason	13	0	1	0	0	0	14
	Financial Statements								
		No Stated Reason	325	0	15	0	0	0	340
		Unaudited financial statements	1	0	0	0	0	0	1
		Insufficient information provided	3	0	0	0	0	0	3
	Number of Auditors								
		No Stated Reason	6	0	0	0	0	0	6
	Ratification of Alternate Auditor								
		No Stated Reason	6	0	0	0	0	0	6
	Ratification of Auditor								
		No Stated Reason	124	0	0	0	0	0	124
		Excessive auditor tenure.	1	130	0	0	0	0	131
		Auditor contract contains alternative dispute resolution procedures	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Ratification of Auditor's Acts								
		No Stated Reason	5	0	0	0	0	0	5
	Stock Dividend/Dividend Reinvestment								
		No Stated Reason	18	0	0	0	0	0	18
<b>Board Related</b>			<b>5851</b>	<b>436</b>	<b>251</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6538</b>
	Approval of Nominating Committee Guidelines/Appoin								
		No Stated Reason	12	0	1	0	0	0	13
	Approve Censor								
		Insufficient Justification	1	0	0	0	0	0	1
	Approve Special Auditor's Report								
		No Stated Reason	20	0	0	0	0	0	20
	Approve Supervisory Council								
		Insufficient information provided	3	0	0	0	0	0	3
		No Stated Reason	41	0	0	0	0	0	41
		Support Other Candidate	1	0	0	0	0	0	1
		Minority candidate is supported over management/contr oller candidate/s	7	0	0	0	0	0	7
		Potential unknown nominees w/o shareholder approval	2	0	0	0	0	0	2
		Supervisors are not sufficiently independent	10	0	0	0	0	0	10

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Approve Supervisory Council Size	Other governance concerns	1	0	0	0	0	0	1
		No Stated Reason	2	0	0	0	0	0	2
		Board Size							
	Board Spill	No Stated Reason	32	0	0	0	0	0	32
		Board size is above maximum threshold	1	0	0	0	0	0	1
		Board Term Length							
	Election of Alternate Statutory Auditor	Insufficient information provided	1	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
		Election of Board Committee Members							
		No Stated Reason	7	0	0	0	0	0	7
		No Stated Reason	76	0	54	0	0	0	130
		Affiliate/Insider on a committee	1	0	0	0	0	0	1
		Board size	1	0	0	0	0	0	1
		Serves on too many boards	2	0	0	0	0	0	2
		Serves on more than three public company audit committees	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Insufficient audit committee independence; Board is not sufficiently independent; Professional Services Relationship	1	0	0	0	0	0	1
		Audit committee chair not independent	1	0	0	0	0	0	1
		Insufficient information provided	2	0	0	0	0	0	2
		Affiliate/Insider on a committee; Affiliate/Insider on audit committee; Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	1	0	0	0	0	0	1
		No independent lead or presiding director	1	0	0	0	0	0	1
		Director serves on excessive audit committees	1	0	0	0	0	0	1
		Insufficient audit committee independence	1	0	0	0	0	0	1
Election of Directors									
		No Stated Reason	4642	45	176	0	0	0	4863
		In Australia, vote case-by-case.	4	0	0	0	0	0	4
		There are no women serving on the board.	1	5	0	0	0	0	6

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Insufficient shareholder protections for virtual-only meeting; Lack of board gender diversity	2	0	0	0	0	0	2
		Auditor not up for ratification	3	0	0	0	0	0	3
		There are no women serving on the board and the new nominee to the board is male.	0	11	0	0	0	0	11
		Vote against a non-independent nominee if at least a majority of the board is not independent.	71	301	0	0	0	0	372
		CFO on board	3	0	0	0	0	0	3
		The company has had no new board nominees in the past 5 years.	4	11	0	0	0	0	15
		Serves on too many boards	36	0	0	0	0	0	36
		IPO governance concerns	2	0	0	0	0	0	2
		Adopted forum selection clause in past year w/o shareholder approval	10	0	0	0	0	0	10
		Virtual-only meeting limits shareholder participation	3	0	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Vote against a non-independent nominee if at least a majority of the board is not independent. The compensation committee is not majority independent.	3	5	0	0	0	0	8
		Incomplete committee meeting and/or attendance disclosure	1	0	0	0	0	0	1
		Affiliate/Insider on audit committee	1	0	0	0	0	0	1
		Other governance issue	3	0	0	0	0	0	3
		Serves on too many boards; Did not implement SHP passed by a majority	1	0	0	0	0	0	1
		Ongoing compensation concerns; Did not implement SHP passed by a majority	2	0	0	0	0	0	2
		Did not implement SHP passed by a majority; Director received excessive against/withhold votes	1	0	0	0	0	0	1
		Vote against a non-independent nominee if at least a majority of the board is not independent. There are no women serving on the board and the new nominee to the board is male.	1	15	0	0	0	0	16

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Board is not sufficiently independent	10	0	0	0	0	0	10
		Insufficient response to shareholder dissent	1	0	0	0	0	0	1
		Related party transactions; Related party transactions disclosure concern	1	0	0	0	0	0	1
		Lack of board gender diversity	1	0	0	0	0	0	1
		Affiliate/Insider on nominating/governance committee	1	0	0	0	0	0	1
		Related party transactions	5	0	0	0	0	0	5
		Excessive board size	1	0	0	0	0	0	1
		Affiliate/Insider on compensation committee	1	0	0	0	0	0	1
		Board is not sufficiently independent; Responsible for lack of board independence	5	0	0	0	0	0	5



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		As Chair of Rio Tinto's Sustainability Committee they failed to adequately manage social & environmental risks with respect to the destruction of the Juukan Gorge rock shelters. As a consequence, the Chair should be held responsible for this event & loss of cultural significance.	0	1	0	0	0	0	1
		As Chair of the Audit Committee and a Member of the Sustainability Committee, they should have been aware of the deficiency in controls and process which ultimately resulted in the destruction of the Juukan Gorge.	0	1	0	0	0	0	1
		The nominating governance committee is not majority independent. Vote against a non-independent nominee if at least a majority of the board is not independent. The compensation committee is not majority independent.	11	7	0	0	0	0	18
		Beneficial owner on audit committee	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Less than 75% Attendance	3	0	0	0	0	0	3
		Audit committee met an insufficient number of times	5	0	0	0	0	0	5
		Auditor not up for ratification; No compensation committee; Vote results not disclosed	1	0	0	0	0	0	1
		The nominating governance committee is not majority independent. The compensation committee is not majority independent.	5	4	0	0	0	0	9
		Less than 75% Attendance; Potential overcommitment	1	0	0	0	0	0	1
		No independent lead or presiding director	6	0	0	0	0	0	6
		Potential overcommitment	2	0	0	0	0	0	2
		Director serves on excessive audit committees	3	0	0	0	0	0	3
		Audit fees or breakdown not disclosed; No financial expert	1	0	0	0	0	0	1
		Ongoing compensation concerns; Insufficient response to shareholder dissent	4	0	0	0	0	0	4

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		The nominee is not independent and the board does not have at least a majority of non-independent directors.	1	5	0	0	0	0	6
		Ongoing compensation concerns; Insufficient response to shareholder dissent; Less than 75% Attendance	1	0	0	0	0	0	1
		The nominating governance committee is not majority independent. The compensation committee is not majority independent. The nominee is not independent and the board does not have at least a majority of non-independent directors.	1	0	0	0	0	0	1
		Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	2	0	0	0	0	0	2
		The nominating governance committee is not majority independent.	3	2	0	0	0	0	5
		Candidate withdrawn	2	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		There are no women serving on the board and the new nominee to the board is male. There are no women serving on the board. The company has had no new board nominees in the past 5 years.	1	1	0	0	0	0	2
		There are no women serving on the board and the new nominee to the board is male. The company has had no new board nominees in the past 5 years.	1	0	0	0	0	0	1
		Unaudited financial statements	1	0	0	0	0	0	1
		The nominating governance committee is not majority independent. Vote against a non-independent nominee if at least a majority of the board is not independent.	5	2	0	0	0	0	7
		Responsible for lack of board independence	1	0	0	0	0	0	1
		Other unique issue	3	0	0	0	0	0	3
		Professional Services Relationship	3	0	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Other compensation issues	2	0	0	0	0	0	2
		The compensation committee is not majority independent.	3	4	0	0	0	0	7
		The nominating governance committee is not majority independent. The compensation committee is not majority independent.	0	1	0	0	0	0	1
		Ongoing compensation concerns	2	0	0	0	0	0	2
		Non-audit fees exceed audit fees	3	0	0	0	0	0	3
		Vote against a non-independent nominee if at least a majority of the board is not independent. The company has had no new board nominees in the past 5 years.	1	2	0	0	0	0	3
		Attended less than 75% of board meetings; Less than 75% Attendance	1	0	0	0	0	0	1
		Non-audit fees exceed audit fees; Serves on too many boards	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		There are no women serving on the board. Vote against a non-independent nominee if at least a majority of the board is not independent.	3	2	0	0	0	0	5
		There are no women serving on the board. The compensation committee is not majority independent.	0	1	0	0	0	0	1
		Insufficient information provided	1	0	0	0	0	0	1
		The nominating governance committee is not majority independent. There are no women serving on the board. Vote against a non-independent nominee if at least a majority of the board is not independent.	1	0	0	0	0	0	1
		Audit committee met an insufficient number of times; Less than 75% Attendance	1	0	0	0	0	0	1
		Auditor not up for ratification; No financial expert; Serves on too many boards	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Board is not sufficiently independent; Serves on too many boards; Insufficient risk committee independence	1	0	0	0	0	0	1
		Compensation committee chair not independent; Insider on compensation committee; Insufficient compensation committee independence requirement; Non-director on remuneration committee; Board is not sufficiently independent; Insufficient nominating committee independence requirement; Nominating committee chair not independent; Non-director on nomination committee; Responsible for lack of board independence	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Board is not sufficiently independent; Extensive strategic shareholdings; Insufficient gender diversity/no diversity policy; Responsible for lack of board independence	1	0	0	0	0	0	1
		There are no women serving on the board. The nominee is not independent and the board does not have at least a majority of non-independent directors.	0	1	0	0	0	0	1
		Board is not sufficiently independent; Extensive strategic shareholdings; Responsible for lack of board independence	1	0	0	0	0	0	1
		Extensive strategic shareholdings; Responsible for lack of board independence	1	0	0	0	0	0	1
		Insufficient audit committee independence	1	0	0	0	0	0	1
		Audit committee chair not independent; Insufficient audit committee independence	1	0	0	0	0	0	1
	Election of Directors (Bundled Issues)								



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Compensation policy is not in best interests of shareholders; Other compensation issues	1	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
	Election of Directors (Slate)								
		No Stated Reason	10	0	0	0	0	0	10
		Board is not sufficiently independent	4	0	0	0	0	0	4
		Insufficient information provided	6	0	0	0	0	0	6
	Election of Directors (Slate) Bundled with Other Items								
		No Stated Reason	2	0	0	0	0	0	2
		Insufficient information provided	4	0	0	0	0	0	4
	Election of Minority or Preferred Shareholder Nomin								
		Insufficient information provided	5	0	0	0	0	0	5
		No Stated Reason	7	0	0	0	0	0	7
		See Proposal 7.00	1	0	0	0	0	0	1
	Election of Non-Management Nominee								
		No Stated Reason	13	0	0	0	0	0	13
	Election of Non-Principal Members (Chairman, alternat								
		No Stated Reason	35	0	4	0	0	0	39

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Board is not sufficiently independent; No audit committee; No compensation committee; Potential overcommitment	1	0	0	0	0	0	1
		Related party transactions	1	0	0	0	0	0	1
		Insufficient information provided	1	0	0	0	0	0	1
		Affiliate/Insider on audit committee	1	0	0	0	0	0	1
		Fewer than three members on compensation committee	1	0	0	0	0	0	1
		Alternate nominees in the best interests of shareholders	2	0	0	0	0	0	2
		No independent lead or presiding director	1	0	0	0	0	0	1
	Election of Shareholder Representatives								
		No Stated Reason	6	0	0	0	0	0	6
	Election of Statutory Auditor Slate								
		No Stated Reason	2	4	0	0	0	0	6
	Election of Statutory Auditors								
		No Stated Reason	31	0	0	0	0	0	31
		Statutory auditor board is not sufficiently independent; Board is not sufficiently independent	2	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Statutory auditor board is not sufficiently independent	3	0	0	0	0	0	3
		Professional Services Relationship	1	0	0	0	0	0	1
Election of Supervisory Board									
		No Stated Reason	92	0	0	0	0	0	92
		Affiliate/Insider on compensation committee; Board is not sufficiently independent; Serves on too many boards; Affiliate/Insider on nominating/governance committee	1	0	0	0	0	0	1
		Affiliate/Insider on audit committee; Audit committee chair not independent	1	0	0	0	0	0	1
		Lack of board gender diversity	1	0	0	0	0	0	1
		Insufficient information provided	1	0	0	0	0	0	1
		Affiliate/Insider on a committee; Affiliate/Insider on audit committee; Affiliate/Insider on compensation committee; Affiliate/Insider on nominating/governance committee	1	0	0	0	0	0	1
		Supervisors are not sufficiently independent	2	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Election of Supervisory Board Members (Slate)	No Stated Reason	1	0	0	0	0	0	1
		Insufficient information provided	2	0	0	0	0	0	2
	Election of the Chair of Statutory Auditors	No Stated Reason	1	2	0	0	0	0	3
	Indemnification of Directors/Officers	No Stated Reason	8	0	0	0	0	0	8
	Misc. Management Proposal Regarding Board	No Stated Reason	15	0	0	0	0	0	15
		Insufficient information provided	2	0	0	0	0	0	2
	Post-Employment /Severance Agreements	No Stated Reason	11	2	0	0	0	0	13
	Ratification of Board Acts - Legal	No Stated Reason	248	0	3	0	0	0	251
		Ongoing investigations	2	0	0	0	0	0	2
		Not in shareholders" best interests	2	0	0	0	0	0	2
		Insufficient response to shareholder dissent	2	0	0	0	0	0	2
		Poor response to prior year dissent	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Potential conflict of interests	1	0	0	0	0	0	1
	Ratification of Co-Option of a Director								
		No Stated Reason	18	0	0	0	0	0	18
		Board is not sufficiently independent; Attendance; Serves on too many boards; Board is not sufficiently independent; Less than 75% Attendance; Serves on too many boards	1	0	0	0	0	0	1
		Serves on too many boards	1	0	0	0	0	0	1
	Ratification of Management Acts - Legal								
		No Stated Reason	62	0	13	0	0	0	75
		Ongoing investigations	2	0	0	0	0	0	2
	Related Party Transactions								
		No Stated Reason	53	1	0	0	0	0	54
		Potential conflict of interests; Granting unfettered discretion is unwise	3	0	0	0	0	0	3
		Granting unfettered discretion is unwise; Potential conflict of interests	1	0	0	0	0	0	1
		Insufficient information provided	4	0	0	0	0	0	4
	Retention as Independent Director								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	3	0	0	0	0	0	3
		Not in shareholders" best interests	4	0	0	0	0	0	4
<b>Capital Management</b>			<b>891</b>	<b>26</b>	<b>19</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>936</b>
	Amendment to Borrowing Powers								
		No Stated Reason	3	0	0	0	0	0	3
	Approval of Borrowing								
		No Stated Reason	1	0	0	0	0	0	1
	Authority to Give Guarantees								
		No Stated Reason	7	0	0	0	0	0	7
		Guarantees exceed net assets	2	0	0	0	0	0	2
		Insufficient information provided	2	0	0	0	0	0	2
	Authority to Increase Capital in Case of Exchange Offers (Fr								
		No Stated Reason	4	0	0	0	0	0	4
		Potential dilution exceeds recommended threshold	2	0	0	0	0	0	2
		May be used as anti-takeover device	2	0	0	0	0	0	2
	Authority to Increase Capital in Consideration for Contributi								
		No Stated Reason	13	0	0	0	0	0	13
		Potential dilution exceeds recommended threshold	3	0	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Authority to Issue Preferred Stock	May be used as anti-takeover device	1	0	0	0	0	0	1
		Supports dual-class structure	1	0	0	0	0	0	1
		Authority to Issue Shares and Convertible Debt w or w/o Pre							
	Authority to Issue Shares and Convertible Debt w/ Preempti	Potential dilution exceeds recommended threshold	1	0	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	8
		Authority to Issue Shares and Convertible Debt w/o Preemp							
	Authority to Issue Shares and Convertible Debt w/o Preemp	No Stated Reason	20	0	0	0	0	0	20
		May be used as anti-takeover device	2	0	0	0	0	0	2
		Authority to Issue Shares w/ Preemptive Rights							
	Authority to Issue Shares w/ Preemptive Rights	No Stated Reason	23	0	0	0	0	0	23
		Potential dilution exceeds recommended threshold	6	0	0	0	0	0	6
		May be used as anti-takeover device	4	0	0	0	0	0	4
	Authority to Issue Shares w/o Preemptive Rights	No Stated Reason	63	0	0	0	0	0	63
		No Stated Reason	133	0	0	0	0	0	133
		Excessive issuance; Issue price discount not disclosed	32	0	0	0	0	0	32

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive issuance	4	0	0	0	0	0	4
		Issue price discount not disclosed	3	0	0	0	0	0	3
		Issue price discount not disclosed; Excessive issuance	5	0	0	0	0	0	5
		Discount exceeds reasonable limits	2	0	0	0	0	0	2
		Not in favor of related transaction	1	0	0	0	0	0	1
	Authority to Issue Stock w/ or w/out Preemptive Rights								
		Potential dilution exceeds recommended threshold	1	0	0	0	0	0	1
		No Stated Reason	21	0	0	0	0	0	21
	Authority to Repurchase and Re-Issue Shares								
		No Stated Reason	50	0	0	0	0	0	50
		Amendment is not in best interests of shareholders	1	0	0	0	0	0	1
		Potential dilution exceeds recommended threshold	1	0	0	0	0	0	1
		May be used as anti-takeover device; Not in shareholders' best interests	1	0	0	0	0	0	1
	Authority to Repurchase Shares								
		No Stated Reason	151	0	7	0	0	0	158
		Insufficient information provided	3	0	0	0	0	0	3



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Not in shareholders" best interests	1	0	0	0	0	0	1
	Authority to Set Offering Price of Shares								
		No Stated Reason	7	0	0	0	0	0	7
		Potential dilution exceeds recommended threshold	1	0	0	0	0	0	1
	Authority to Trade in Company Stock								
		No Stated Reason	3	0	0	0	0	0	3
	Authorize Overallotment/Greenshoe								
		No Stated Reason	10	0	0	0	0	0	10
		Potential dilution exceeds recommended threshold	2	0	0	0	0	0	2
		May be used as anti-takeover device	1	0	0	0	0	0	1
	Cancellation of Authorized Stock								
		No Stated Reason	47	0	7	0	0	0	54
	Creation of New Share Class								
		No Stated Reason	3	0	0	0	0	0	3
	Increase in Authorized Capital								
		No Stated Reason	31	0	5	0	0	0	36
		Potential dilution exceeds recommended threshold	3	0	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Excessively dilutive	1	0	0	0	0	0	1
	Increase in Authorized Common Stock								
		No Stated Reason	1	0	0	0	0	0	1
	Increase in/Authorization of Preferred Stock								
		No Stated Reason	1	0	0	0	0	0	1
	Issuance of Common Stock								
		No Stated Reason	1	0	0	0	0	0	1
	Issuance of Convertible Debt Instruments								
		No Stated Reason	1	0	0	0	0	0	1
	Issuance of Debt Instruments								
		No Stated Reason	75	0	0	0	0	0	75
		Excessive debt	1	0	0	0	0	0	1
		Granting unfettered discretion is unwise	1	0	0	0	0	0	1
		Insufficient information provided	1	0	0	0	0	0	1
	Issuance of Repurchased Shares								
		Issue price discount not disclosed	25	0	0	0	0	0	25
		No Stated Reason	7	0	0	0	0	0	7
	Issuance of Stock w/ or w/out Preemptive Rights								
		No Stated Reason	34	26	0	0	0	0	60
	Issuance of Stock w/ Preemptive Rights								



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
Changes to Company Statutes		No Stated Reason	6	0	0	0	0	0	6
			438	31	6	0	0	0	475
	Adoption of Majority Vote for Election of Directors								
		No Stated Reason	1	0	0	0	0	0	1
	Adoption of New Articles								
		No Stated Reason	25	0	0	0	0	0	25
		Limits shareholder rights	1	0	0	0	0	0	1
	Adoption of Shareholder Rights' Plan								
		No Stated Reason	1	0	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled								
		No Stated Reason	138	0	0	0	0	0	138
		Insufficient information provided	1	0	0	0	0	0	1
		Shortened notice period could disenfranchise shareholders	1	0	0	0	0	0	1
		Not in shareholders" best interests	2	0	0	0	0	0	2
		Amendment is not in best interests of shareholders	1	0	0	0	0	0	1
	Amendment to Poison Pill								
		No Stated Reason	1	0	0	0	0	0	1
	Amendments to Articles (Technical)								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Amendments to Articles, Constitution, Bylaws	No Stated Reason	82	0	4	0	0	0	86
		In Australia, vote case-by-case.	2	0	0	0	0	0	2
		No Stated Reason	85	0	2	0	0	0	87
		Amendment is not in best interests of shareholders	2	0	0	0	0	0	2
		Not in shareholders" best interests	1	0	0	0	0	0	1
	Amendments to Charter/Bylaw - Bundled	Insufficient information provided	4	0	0	0	0	0	4
		No Stated Reason	2	0	0	0	0	0	2
		Insufficient information provided	3	0	0	0	0	0	3
		No Stated Reason	25	0	0	0	0	0	25
		Amendment is not in best interests of shareholders	1	0	0	0	0	0	1
	Authority to Set General Meeting Notice Period at 14 D	Shortened notice period could disenfranchise shareholders	1	0	0	0	0	0	1
		No Stated Reason	0	31	0	0	0	0	31
		Change in State of Incorporation							

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	1	0	0	0	0	0	1
	Company Name Change								
		No Stated Reason	1	0	0	0	0	0	1
	Constitution of Procedural Rules								
		Not in shareholders" best interests	1	0	0	0	0	0	1
		No Stated Reason	6	0	0	0	0	0	6
	Elimination of Cumulative Voting								
		No Stated Reason	2	0	0	0	0	0	2
	Elimination of Supermajority Requirement								
		No Stated Reason	12	0	0	0	0	0	12
	Misc. Article Amendments								
		No Stated Reason	2	0	0	0	0	0	2
		Limits shareholder rights	1	0	0	0	0	0	1
		Amendment is not in best interests of shareholders	1	0	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover Devices								
		No Stated Reason	7	0	0	0	0	0	7
		Poor disclosure	1	0	0	0	0	0	1
		May be used as anti-takeover device	2	0	0	0	0	0	2
		Insufficient information provided	3	0	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Repeal of Classified Board								
		No Stated Reason	6	0	0	0	0	0	6
	Restoration of Right to Call a Special Meeting								
		No Stated Reason	5	0	0	0	0	0	5
		A 10% threshold for calling a special meeting is appropriate	1	0	0	0	0	0	1
	Restoration of Written Consent								
		A 25% threshold is too high	1	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
	Technical Amendments to Charter/Bylaw								
		No Stated Reason	2	0	0	0	0	0	2
	Waiving of Mandatory Takeover Requirement								
		No Stated Reason	2	0	0	0	0	0	2
<b>Compensation</b>			<b>1760</b>	<b>70</b>	<b>62</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1892</b>
	Adoption of Employee Stock Purchase Plan								
		No Stated Reason	6	0	0	0	0	0	6
	Adoption of Equity Compensation Plan								
		No Stated Reason	20	0	0	0	0	0	20
		Cost of plan is excessive	1	0	0	0	0	0	1
	Adoption of Restricted Stock Plan								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Potential for excessive pay	1	0	0	0	0	0	1
		No Stated Reason	2	0	0	0	0	0	2
	Adoption of Short Term Incentive Plan								
		No Stated Reason	2	0	0	0	0	0	2
	Advisory Vote on Executive Compensation								
		No Stated Reason	214	1	0	0	0	0	215
		Poorly justified adjustments relating to COVID-19	2	0	0	0	0	0	2
		Insufficient response to shareholder dissent; Poor overall design	1	0	0	0	0	0	1
		Poor overall design	4	0	0	0	0	0	4
		Concerning pay practices	12	0	0	0	0	0	12
		Poor compensation structure/performa nce conditions	1	0	0	0	0	0	1
		Excessive compensation	1	0	0	0	0	0	1
		Pay and performance disconnect; Insufficient response to shareholder dissent	2	0	0	0	0	0	2
		Pay and performance disconnect; Concerning pay practices	2	0	0	0	0	0	2
		Pay and performance disconnect	3	0	0	0	0	0	3





Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive compensation; Poor overall compensation disclosure	1	0	0	0	0	0	1
		No Stated Reason	4	0	0	0	0	0	4
	Amendment to Employee Stock Purchase Plan								
		No Stated Reason	7	0	0	0	0	0	7
	Amendment to Equity Compensation Plan								
		No Stated Reason	30	0	0	0	0	0	30
	Amendment to Restricted Stock Plan								
		No Stated Reason	1	0	0	0	0	0	1
	Amendment to Stock Option Plan								
		Excessively dilutive; Poor overall design	1	0	0	0	0	0	1
		Excessively dilutive; NEDs may participate in executive plan	1	0	0	0	0	0	1
		No Stated Reason	22	0	0	0	0	0	22
		Poorly justified adjustments relating to COVID-19	1	0	0	0	0	0	1
	Amendment to Stock Purchase Plan								
		No Stated Reason	3	0	0	0	0	0	3
	Bonus								
		Excessive bonus	1	0	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	170	1	2	0	0	0	173
		Excessive compensation	5	0	0	0	0	0	5
		Excessive Bonus	1	0	0	0	0	0	1
		Insufficient information provided	4	0	0	0	0	0	4
		Excessive bonus	2	0	0	0	0	0	2
		Non-executive participation linked to performance	1	0	0	0	0	0	1
		Compensation policy is not in best interests of shareholders	1	0	0	0	0	0	1
	Directors' Stock Option Plan								
		No Stated Reason	3	0	0	0	0	0	3
	Employment Agreement								
		No Stated Reason	11	0	0	0	0	0	11
		Compensation policy is not in best interests of shareholders	2	0	0	0	0	0	2
		Compensation policy is not in best interests of shareholders; Concerning pay practices	1	0	0	0	0	0	1
		Short vesting period; One-time bonus	1	0	0	0	0	0	1
	Misc. Proposal Regarding Compensation								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	37	0	2	0	0	0	39
		Not in shareholders" best interests	1	0	0	0	0	0	1
		Poor response to prior year dissent	1	0	0	0	0	0	1
		Poor response to prior year dissent; Poor overall design; Poor overall compensation disclosure	1	0	0	0	0	0	1
		Poor response to shareholder dissent	1	0	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)								
		No Stated Reason	104	0	15	0	0	0	119
		Excessive compensation	1	0	0	0	0	0	1
		Equity grant to major shareholder	1	0	0	0	0	0	1
		Insufficient justification	1	0	0	0	0	0	1
		NEDs may participate in executive plan	1	0	0	0	0	0	1
	Remuneration Policy (Forward-Looking)								
		Equity awards to controlling shareholder	1	0	0	0	0	0	1
		No Stated Reason	73	0	21	0	0	0	94
		Poor overall compensation disclosure; Poor compensation structure/performa nce conditions	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		No limits on LTI awards; STI metrics not disclosed	1	0	0	0	0	0	1
		Introduction of Transaction Bonus	1	0	0	0	0	0	1
		Potential for excessive pay	1	0	0	0	0	0	1
		No individual payout limits under LTI	1	0	0	0	0	0	1
		Short performance period for LTIP; Poor response to prior year dissent	4	0	0	0	0	0	4
		Insufficient response to shareholder dissent	1	0	0	0	0	0	1
		Poor overall design; Pay-for-performance disconnect in light of COVID-19	1	0	0	0	0	0	1
		Poor overall design; Poor overall compensation disclosure; Equity awards to controlling shareholder	1	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design	1	0	0	0	0	0	1
		Compensation policy is not in best interests of shareholders	1	0	0	0	0	0	1
		NEDs may participate in executive plan	1	0	0	0	0	0	1
		Increase is excessive	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Poor overall compensation disclosure; Poor overall design; Poor response to shareholder dissent	1	0	0	0	0	0	1
		Equity grant to major shareholder; Poor response to shareholder dissent	1	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to prior year dissent	1	0	0	0	0	0	1
		Poor compensation structure/performance conditions; Poor overall compensation disclosure; Poor response to prior year dissent	1	0	0	0	0	0	1
		No variable pay	1	0	0	0	0	0	1
		Increase is excessive; Poor response to shareholder dissent; Poor overall design; Poor overall compensation disclosure	1	0	0	0	0	0	1
		Increase is excessive; Poor overall design; Poor overall compensation disclosure; Poor response to shareholder dissent	1	0	0	0	0	0	1
	Remuneration Report (Retrospective)								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	384	31	20	0	0	0	435
		In Australia, vote case-by-case.	2	0	0	0	0	0	2
		Equity awards to controlling shareholder; Poor overall design	1	0	0	0	0	0	1
		Upward discretion exercised	2	0	0	0	0	0	2
		Poor compensation structure/performance conditions	2	0	0	0	0	0	2
		Poor overall design	11	0	0	0	0	0	11
		Lacks long-term incentive plan	1	0	0	0	0	0	1
		Poorly justified adjustments relating to COVID-19	5	0	0	0	0	0	5
		Excessive compensation; Concerning pay practices	1	0	0	0	0	0	1
		CEO pay that is unreasonable compared with other members of the executive team, as it's more than twice the pay of the next most highly paid executive.	0	2	0	0	0	0	2
		Excessive LTI grants	1	0	0	0	0	0	1
		Short performance period for LTIP	4	0	0	0	0	0	4
		Pay and performance disconnect	1	0	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Same Performance Metrics for LTI and STI; Removal of performance conditions	2	0	0	0	0	0	2
		Poor overall compensation disclosure	2	0	0	0	0	0	2
		NEDs may participate in executive plan	2	0	0	0	0	0	2
		Lowered STI performance targets; Awarded discretionary STI increase	1	0	0	0	0	0	1
		Increase is excessive	1	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Unchallenging performance targets	1	0	0	0	0	0	1
		Insufficient response to shareholder dissent; Pay and performance disconnect	1	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Equity awards to controlling shareholder	1	0	0	0	0	0	1
		Excessive compensation; Poor overall design; Poor overall compensation disclosure	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Equity award to major shareholder; Poorly justified adjustments relating to COVID-19	1	0	0	0	0	0	1
		Insufficient response to shareholder dissent	1	0	0	0	0	0	1
		No performance targets; Short vesting period; Poor response to shareholder dissent	1	0	0	0	0	0	1
		Discretionary performance assessment	1	0	0	0	0	0	1
		Pay-for-performance disconnect in light of COVID-19	1	0	0	0	0	0	1
		Concerning pay practices	1	0	0	0	0	0	1
		Poor overall design; Poor overall compensation disclosure; Poor response to shareholder dissent	3	0	0	0	0	0	3
		Equity grant to major shareholder; Poor response to shareholder dissent; Increase is excessive	1	0	0	0	0	0	1
		Poor overall design; Poor response to prior year dissent	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Insufficient response to shareholder dissent; Poor compensation structure/performance conditions; Poor overall compensation disclosure	1	0	0	0	0	0	1
		Excessive discretionary awards	1	0	0	0	0	0	1
		No variable pay	1	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Increase is excessive; Poor response to shareholder dissent	1	0	0	0	0	0	1
		Poor overall compensation disclosure; Poor overall design; Poor response to shareholder dissent	1	0	0	0	0	0	1
		Poor response to shareholder dissent; Poor overall design; Poor overall compensation disclosure	1	0	0	0	0	0	1
		Poor response to shareholder dissent; Poor overall compensation disclosure; Poor overall design	2	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Poor overall compensation disclosure; Lacks long-term incentive plan	1	0	0	0	0	0	1
	Say When on Pay								
		An annual advisory vote on executive compensation is in the best interests of shareholders	2	0	0	0	0	0	2
		No Stated Reason	12	0	0	0	0	0	12
	Statutory Auditors' Fees								
		No Stated Reason	8	0	0	0	0	0	8
		Excessive compensation	1	0	0	0	0	0	1
	Stock Option Grants								
		No Stated Reason	283	32	0	0	0	0	315
		In Australia, vote case-by-case.	1	1	0	0	0	0	2
		CEO pay that is unreasonable compared with other members of the executive team, as it's more than twice the pay of the next most highly paid executive.	0	2	0	0	0	0	2
		Plan is not in best interests of shareholders	1	0	0	0	0	0	1
		Change of control provision	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Change of control provision; Excessive range of participants	1	0	0	0	0	0	1
		Pay and performance disconnect; Equity grant to major shareholder	1	0	0	0	0	0	1
Stock Option Plan									
		No Stated Reason	74	0	0	0	0	0	74
		Excessive range of participants	1	0	0	0	0	0	1
		Poor overall design	2	0	0	0	0	0	2
		Discount exceeds reasonable limits; Potential conflict of interests	1	0	0	0	0	0	1
		Discount exceeds reasonable limits	2	0	0	0	0	0	2
		Change of control provision	1	0	0	0	0	0	1
		Non-executive participation linked to performance	1	0	0	0	0	0	1
		Potential for excessive grants	1	0	0	0	0	0	1
		Poor overall design; Pay-for-performance disconnect in light of COVID-19	1	0	0	0	0	0	1
		Not in shareholders' best interests	2	0	0	0	0	0	2
Stock Purchase Plan									
		No Stated Reason	46	0	0	0	0	0	46

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Potential dilution exceeds recommended threshold	1	0	0	0	0	0	1
	Supervisory Board/ Corp Assembly Fees								
		No Stated Reason	14	0	1	0	0	0	15
		Insufficient information provided	1	0	0	0	0	0	1
		Increase is excessive	1	0	0	0	0	0	1
		Insufficient justification	1	0	0	0	0	0	1
		Non-executive participation linked to performance; Poor response to shareholder dissent	1	0	0	0	0	0	1
	Trust Type Equity Plans (JP)								
		No Stated Reason	3	0	0	0	0	0	3
<b>M&amp;A</b>			<b>136</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>137</b>
	Divestiture/Spin-off								
		No Stated Reason	20	0	0	0	0	0	20
		Insufficient information provided	1	0	0	0	0	0	1
	Intra-company Contracts/Control Agreements								
		No Stated Reason	57	0	0	0	0	0	57
		Insufficient information provided	1	0	0	0	0	0	1
	Merger by Absorption between Parent and Subsidiar								



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	7	0	0	0	0	0	7
	Routine Meeting Item								
		No Stated Reason	99	0	9	0	0	0	108
	Transact Other Business								
		No Stated Reason	0	0	5	0	0	0	5
		Granting unfettered discretion is unwise	5	0	0	0	0	0	5
<b>Other</b>			<b>204</b>	<b>24</b>	<b>1</b>	<b>0</b>	<b>15</b>	<b>0</b>	<b>244</b>
	Approval of Political Donation								
		Generally vote Against proposals to approve political donations.	0	22	0	0	0	0	22
		No Stated Reason	1	0	0	0	0	0	1
	Approve Technical Vote Requirements								
		No Stated Reason	46	0	0	0	0	0	46
		Not in shareholders" best interests	11	0	0	0	0	0	11
		Allocate votes proportionally among all directors	21	0	0	0	0	0	21
		Potential unknown nominees w/o shareholder approval	3	0	0	0	0	0	3
		Affiliate/Insider on a committee; Board is not sufficiently independent	1	0	0	0	0	0	1
		Affiliate/Insider on a committee	2	0	0	0	0	0	2



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Not in shareholders' best interests	2	0	0	0	0	0	2
		Alternate nominees in the best interests of shareholders	3	0	0	0	0	0	3
		Serves on too many boards	2	0	0	0	0	0	2
	Authorization of Charitable Donations								
		No Stated Reason	7	0	0	0	0	0	7
		Insufficient information provided	2	0	0	0	0	0	2
	Bondholder/Bankruptcy Proposal								
		No Stated Reason	0	0	0	0	14	0	14
	Declaration of Material Interest								
		No Stated Reason	0	0	0	0	1	0	1
	Management Proposal Regarding ESG Issues								
		No Stated Reason	5	1	1	0	0	0	7

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		The Transition Plan does have many positive elements and is a step forward. However, we don't believe their plans go far enough to meet the Paris climate target initiatives. Targets over the next ten critical years do not meet what the science is telling us is needed. We are also sceptical on the use of offsets to meet zero carbon targets, particularly where used in large quantities.	0	1	0	0	0	0	1
	Misc. Management Proposal								
		No Stated Reason	64	0	0	0	0	0	64
		Not in shareholders' best interests	2	0	0	0	0	0	2
		Insufficient information provided	5	0	0	0	0	0	5
	Renew Proportional Takeover Provisions								
		No Stated Reason	27	0	0	0	0	0	27
<b><i>SHP: Compensation</i></b>			<b>12</b>	<b>11</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>23</b>
	SHP Recoupment of Unearned Bonuses (Clawback)								
		No Stated Reason	1	1	0	0	0	0	2
	SHP Regarding Golden Parachutes								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Linking Executive Pay to Social Criteria								
		Favor linking executive compensation to social criteria.	1	2	0	0	0	0	3
	SHP Regarding Misc. Compensation								
	SHP regarding Misc. Compensation								
		No Stated Reason	4	0	0	0	0	0	4
		Adoption of a bonus deferral policy represents best practice and helps to mitigate risks	2	0	0	0	0	0	2
		No Stated Reason	2	0	0	0	0	0	2
	SHP Regarding Race and/or Gender Pay Equity Report								
		No Stated Reason	1	3	0	0	0	0	4
	SHP Regarding Report on Ratio Between CEO and Emplo								
		No Stated Reason	0	5	0	0	0	0	5
<b><i>SHP: Environment</i></b>			<b>17</b>	<b>27</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>
	SHP Regarding Climate Lobbying								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		We believe that companies who position themselves as 'climate-aware' should avoid industry associations and lobby groups whose policies are inconsistent with the Paris climate change agreement.	1	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
		Additional reporting would provide shareholders with assurance that Company funds were being spent in a manner that furthered its stated objectives.	1	0	0	0	0	0	1
	SHP Regarding Environmental Report								
		No Stated Reason	1	2	0	0	0	0	3
	SHP Regarding Formation of Environmental/Social Commit								
		Favor the establishment of a board environmental committee	0	1	0	0	0	0	1
	SHP Regarding Misc. Energy/Environmental Issues								
		Favor increased environmental reporting/responsibility.	0	5	0	0	0	0	5
		No Stated Reason	0	1	0	0	0	0	1
	SHP Regarding Misc. Environmental Issue								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	1	0	0	0	0	0	1
		No Stated Reason	0	1	4	0	0	0	5
	SHP Regarding Report on Antibiotics in Animal Agriculture								
		Favor report on animal antibiotics.	0	1	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change								
		Favor increased environmental reporting/responsibility.	5	1	0	0	0	0	6
		No Stated Reason	4	8	0	0	0	0	12
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement.	0	1	0	0	0	0	1
		The adoption of targets to reduce the company's exposure to fossil fuels is warranted. Adoption of reduction targets aimed to limit the company's exposure to fossil fuels would enable shareholders to better understand how the company is managing climate change related-risks and assess the effectiveness of the company's related efforts.	0	1	0	0	0	0	1
		Audited climate reporting could provide actionable information for shareholders.	1	0	0	0	0	0	1
	SHP Regarding Reporting and Reducing Greenhouse Gas Emi								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		We will push for companies to provide independent evidence of action taken to progress towards the Paris climate change agreement emissions reduction target.	1	0	0	0	0	0	1
		Favor increased environmental reporting/responsibility.	0	5	0	0	0	0	5
		No Stated Reason	0	0	1	0	0	0	1
	SHP Regarding Sustainability or Environmental Reports								
		No Stated Reason	0	0	1	0	0	0	1
<b>SHP: Governance</b>			<b>137</b>	<b>25</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>168</b>
	SHP Regarding Additional or Amended Shareholder Proposals								
		No Stated Reason	0	0	3	0	0	0	3
		Granting unfettered discretion is unwise	2	0	0	0	0	0	2
	SHP Regarding Board Composition								
		No Stated Reason	6	1	0	0	0	0	7
	SHP Regarding Election of Board Member(s) During a Company's Fiscal Year								
		Adds relevant oil and gas experience	1	0	0	0	0	0	1
		Election of partial Dissident slate sufficient	2	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Adds relevant regulatory, technological and energy experience	1	0	0	0	0	0	1
		No Stated Reason	8	0	0	0	0	0	8
	SHP Regarding Election of Dissident Board Member(s)								
		No Stated Reason	4	2	0	0	0	0	6
	SHP Regarding Election of Dissident Supervisory Board M								
		Insufficient information provided	1	0	0	0	0	0	1
	SHP Regarding Eliminating Supermajority Provisions								
		Supermajority vote requirements can impede shareholders' ability to approve ballot items that are in their interests	5	0	0	0	0	0	5
		Supermajority vote requirements can act as impediments to takeover proposals and impede shareholders' ability to approve ballot items that are in their interests	3	0	0	0	0	0	3
	SHP Regarding Facilitation of Shareholder Proposals								
		No Stated Reason	0	11	0	0	0	0	11
	SHP Regarding Improving in Disclosure								
		Favor improved disclosure around shareholder rights.	1	0	0	0	0	0	1



Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Increase in Dividend/Redistribution of Pro								
		No Stated Reason	3	0	0	0	0	0	3
	SHP Regarding Independent Board Chairman/Seperation of								
		An independent chair is better able to oversee the executives of a company and set a pro-shareholder agenda	19	0	0	0	0	0	19
		No Stated Reason	4	0	0	0	0	0	4
		An independent chair is better able to oversee the executives of a company and set a pro-shareholder agenda	1	0	0	0	0	0	1
	SHP Regarding Misc. Board Issue								
		No Stated Reason	3	0	0	0	0	0	3
	SHP Regarding Misc. Board/Shareholder Rights Issu								
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Misc. Capital Issue								
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Misc. Governance Issue								
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Misc. Issue								
		No Stated Reason	4	0	0	0	0	0	4

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Not in shareholders" best interests	1	0	0	0	0	0	1
	SHP Regarding Misc. Meeting/Voting Issue								
		In the best interests of shareholders	2	0	0	0	0	0	2
	SHP Regarding Misc. Restructuring Issue								
		No Stated Reason	0	0	2	0	0	0	2
	SHP Regarding Recapitalization								
		Allowing one vote per share generally operates as a safeguard for common shareholders	3	0	0	0	0	0	3
	SHP Regarding Reincorporation								
		No Stated Reason	12	0	0	0	0	0	12
	SHP Regarding Removal of Director(s)								
		No Stated Reason	1	0	0	0	0	0	1
	SHP Regarding Right to Act by Written Consent								
		The Company"s 25% ownership threshold is too high to provide shareholders with a meaningful right to action by written consent	1	0	0	0	0	0	1
		No Stated Reason	14	0	0	0	0	0	14
		Management- proposed 25% ownership threshold is too high	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Shareholder action by written consent enables shareholders to take action on important issues that arise between annual meetings	11	0	0	0	0	0	11
		The Company's 20% ownership threshold is too high to provide shareholders with a meaningful right to action by written consent	1	0	0	0	0	0	1
	SHP Regarding Right to Call a Special Meeting								
		A 20% special meeting right is preferable to a 25% right	1	0	0	0	0	0	1
		A 10% threshold for calling a special meeting is appropriate	8	0	0	0	0	0	8
		A 15% threshold for calling a special meeting is appropriate	3	0	0	0	0	0	3
		No Stated Reason	3	0	0	0	0	0	3
		Not in the best interests of shareholders	1	0	0	0	0	0	1
	SHP Regarding Special Audit								
		No Stated Reason	0	0	1	0	0	0	1
	SHP Regarding Trained, Qualified Directors on Environ								
		No Stated Reason	2	1	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Shareholder Access to the Nomination Process (Proxy Ac								
		No Stated Reason	1	10	0	0	0	0	11
<b><i>SHP: Misc</i></b>			1	0	0	0	0	0	1
	SHP: Misc. Issues								
		No Stated Reason	1	0	0	0	0	0	1
<b><i>SHP: Social</i></b>			46	32	1	0	0	0	79
	SHP Regarding Drug Pricing/Distribution								
		Favor reporting/improving drug pricing/distribution.	0	3	0	0	0	0	3
	SHP Regarding Independent Verification of Contractors' Co								
		Favor improved labor reporting/monitorin g.	0	1	0	0	0	0	1
	SHP Regarding Limiting or Ending Political Spending								
		No Stated Reason	0	2	0	0	0	0	2
	SHP Regarding Misc. Human Capital Management								
		Disclosure will help shareholders assess the Company's response and handling of mandatory arbitration in employee disputes	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Production of requested report would give shareholders critical information concerning the Company's management of diversity-related issues	1	0	0	0	0	0	1
		Enhanced disclosure would allow shareholders a better understanding of how the issue of diversity was being managed	1	0	0	0	0	0	1
		Additional reporting on diversity and inclusion is necessary for shareholders to understand how the Company is managing this issue	1	0	0	0	0	0	1
		Employees and shareholders would benefit from an independent investigation into harassment	1	0	0	0	0	0	1
		No Stated Reason	3	0	0	0	0	0	3
		Additional disclosure will allow shareholders to better assess the risks faced by the Company on account of its use of mandatory arbitration	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Additional disclosure would benefit shareholders by allowing them to gain more insight as to how the Company approaches issues of management-level diversity	1	0	0	0	0	0	1
		Enhanced disclosure would allow shareholders a better understanding of how the issue of diversity was being managed and overseen	3	0	0	0	0	0	3
	SHP Regarding Misc. Labor Issues/Policies								
		Favor improved labor reporting/monitoring.	0	1	0	0	0	0	1
	SHP Regarding Misc. Nuclear Issue								
		No Stated Reason	0	0	1	0	0	0	1
	SHP Regarding Misc. Social Issue								
		No Stated Reason	12	14	0	0	0	0	26
		Additional disclosure is reasonable in light of the Company's unique circumstances	1	0	0	0	0	0	1
		Shareholder proposal is anti-social.	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Report on EEO								
		Favor improved labor reporting/monitoring.	2	0	0	0	0	0	2
	SHP Regarding Reporting on Company's Compliance with I								
		No Stated Reason	0	1	0	0	0	0	1
		Favor improved human/political rights policies/disclosure.	4	0	0	0	0	0	4
	SHP Regarding Reviewing Charitable Spending								
		Shareholder proposal is anti-social.	1	0	0	0	0	0	1
	SHP Regarding Reviewing Political Spending or Lobbying								
		Favor review/limit political spending.	11	9	0	0	0	0	20
		No Stated Reason	0	1	0	0	0	0	1
		Increased disclosure would allow shareholders to more fully assess risks presented by the Company's indirect lobbying activities	1	0	0	0	0	0	1