Proposal Type Report

Australian voting statistics - Year Ending 30 June 2023

From 7/1/2022 to 6/30/2023

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
Total for all categories		1484	383	14	0	0	0	0	0	0	1881
Audit/Financials		29	2	1	0	0	0	0	0	0	31
	Appointment of Auditor	21	2	0	0	0	0	0	0	0	23
	Appointment of Auditor and Authority to Set Fees	1	0	0	0	0	0	0	0	0	1
	Authority to Set Auditor's Fees	2	0	0	0	0	0	0	0	0	2
	Bonus Dividend/Bonus Share Issue	1	0	0	0	0	0	0	0	0	1
	Financial Statements	4	0	1	0	0	0	0	0	0	5
Board Related		691	150	1	0	0	0	0	0	0	841
	Board Spill	7	9	0	0	0	0	0	0	0	16
	Election of Directors	648	127	1	0	0	0	0	0	0	776
	Election of Non-Management Nominee	0	3	0	0	0	0	0	0	0	3

	Take No											
Issue Code Category	Issue Short Text	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total	
	Indemnification of Directors/Officers	2	0	0	0	0	0	0	0	0	2	
	Post-Employment /Severance Agreements	18	10	0	0	0	0	0	0	0	28	
	Related Party Transactions	16	1	0	0	0	0	0	0	0	17	
Capital Management		37	0	2	0	0	0	0	0	0	37	
	Authority to Issue Shares w/ Preemptive Rights	8	0	0	0	0	0	0	0	0	8	
	Authority to Repurchase Preferred Shares	2	0	0	0	0	0	0	0	0	2	
	Authority to Repurchase Shares	3	0	0	0	0	0	0	0	0	3	
	Cancellation of Authorized Stock	3	0	0	0	0	0	0	0	0	3	
	Issuance of Stock w/ or w/out Preemptive Rights	20	0	2	0	0	0	0	0	0	22	
	Reverse Stock Split	1	0	0	0	0	0	0	0	0	1	
Changes to Company Statutes		54	15	0	0	0	0	0	0	0	69	
	Adoption of New Articles	6	4	0	0	0	0	0	0	0	10	
	Amend Articles, Constitution, Bylaws - Bundled	24	8	0	0	0	0	0	0	0	32	
	Amendments to Articles (Technical)	8	0	0	0	0	0	0	0	0	8	
	Amendments to Articles, Constitution, Bylaws	12	3	0	0	0	0	0	0	0	15	
	Company Name Change	1	0	0	0	0	0	0	0	0	1	
	Misc. Proposal Regarding Antitakeover Devices	3	0	0	0	0	0	0	0	0	3	
Compensation		581	204	6	0	0	0	0	0	0	785	
	Amendment to Stock Option Plan	3	0	0	0	0	0	0	0	0	3	
	Directors' Fees	7	2	0	0	0	0	0	0	0	9	

	Take No											
Issue Code Category	Issue Short Text	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total	
	Directors' Stock Option Plan	3	0	0	0	0	0	0	0	0	3	
	Misc. Proposal Regarding Compensation	0	1	0	0	0	0	0	0	0	1	
	Non-Executive Remuneration Policy											
	(Forward-Looking)	39	4	0	0	0	0	0	0	0	43	
	Remuneration Report (Retrospective)	175	125	1	0	0	0	0	0	0	301	
	Stock Option Grants	320	68	5	0	0	0	0	0	0	393	
	Stock Option Plan	34	4	0	0	0	0	0	0	0	38	
M&A		24	0	0	0	0	0	0	0	0	24	
	Divestiture/Spin-off	5	0	0	0	0	0	0	0	0	5	
	Merger/Acquisition	11	0	0	0	0	0	0	0	0	11	
	Misc. Proposal Regarding Restructuring	2	0	0	0	0	0	0	0	0	2	
	Restructuring/Capitalization	6	0	0	0	0	0	0	0	0	6	
Other		41	5	0	0	0	0	0	0	0	46	
	Approval of Political Donation	0	2	0	0	0	0	0	0	0	2	
	Management Proposal on Say on Climate	1	3	0	0	0	0	0	0	0	4	
	Renew Proportional Takeover Provisions	40	0	0	0	0	0	0	0	0	40	
SHP: Environment		13	6	0	0	0	0	0	0	0	19	
	SHP Regarding Climate Lobbying	3	0	0	0	0	0	0	0	0	3	
	SHP Regarding Misc. Environmental Issue	1	0	0	0	0	0	0	0	0	1	
	SHP Regarding Report/Action on Climate Change	9	6	0	0	0	0	0	0	0	15	
SHP: Governance		12	1	4	0	0	0	0	0	0	13	

	Take No												
Issue Code Category	Issue Short Text	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total		
	SHP Regarding Election of Dissident Board Member(s)	0	1	0	0	0	0	0	0	0	1		
	SHP Regarding Facilitation of												
	Shareholder Proposals	12	0	4	0	0	0	0	0	0	16		
SHP: Social		2	0	0	0	0	0	0	0	0	2		
	SHP Regarding Misc. Social Issue	1	0	0	0	0	0	0	0	0	1		
	SHP Regarding Reporting on Company's Compliance with International Human Ri	1	0	0	0	0	0	0	0	0	1		

Proposal Types – Votes Versus Management

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
Total for all Categories		1398	390	0	0	93	0	1881
Audit/Financials		29	2	0	0	1	0	32
	Appointment of Auditor	21	2	0	0	0	0	23
	Appointment of Auditor and Authority to Set Fees	1	0	0	0	0	0	1
	Authority to Set Auditor's Fees	2	0	0	0	0	0	2
	Bonus Dividend/Bonus Share Issue	1	0	0	0	0	0	1
	Financial Statements	4	0	0	0	1	0	5
Board Related		692	141	0	0	9	0	842
	Board Spill	9	7	0	0	0	0	16
	Election of Directors	647	127	0	0	2	0	776
	Election of Non-Management Nominee	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
	Indemnification of Directors/Officers	1	0	0	0	1	0	2
	Post-Employment /Severance Agreements	16	6	0	0	6	0	28
	Related Party Transactions	16	1	0	0	0	0	17
Capital Management		35	2	0	0	2	0	39
	Authority to Issue Shares w/ Preemptive Rights	8	0	0	0	0	0	8
	Authority to Repurchase Preferred Shares	2	0	0	0	0	0	2
	Authority to Repurchase Shares	3	0	0	0	0	0	3
	Cancellation of Authorized Stock	3	0	0	0	0	0	3
	Issuance of Stock w/ or w/out Preemptive Rights	18	2	0	0	2	0	22
	Reverse Stock Split	1	0	0	0	0	0	1
Changes to Company Statutes		52	15	0	0	2	0	69
	Adoption of New Articles	6	4	0	0	0	0	10
	Amend Articles, Constitution, Bylaws - Bundled	24	8	0	0	0	0	32
	Amendments to Articles (Technical)	8	0	0	0	0	0	8
	Amendments to Articles, Constitution, Bylaws	10	3	0	0	2	0	15
	Company Name Change	1	0	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover Devices	3	0	0	0	0	0	3
Compensation		520	193	0	0	78	0	791
	Amendment to Stock Option Plan	2	0	0	0	1	0	3
	Directors' Fees	1	0	0	0	8	0	9

Issue Code Category	Issue Code Description	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
	Directors' Stock Option Plan	1	0	0	0	2	0	3
	Misc. Proposal Regarding Compensation	0	1	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)	17	3	0	0	23	0	43
	Remuneration Report (Retrospective)	155	116	0	0	30	0	301
	Stock Option Grants	313	72	0	0	8	0	393
	Stock Option Plan	31	1	0	0	6	0	38
M&A		24	0	0	0	0	0	24
	Divestiture/Spin-off	5	0	0	0	0	0	5
	Merger/Acquisition	11	0	0	0	0	0	11
	Misc. Proposal Regarding Restructuring	2	0	0	0	0	0	2
	Restructuring/Capitalization	6	0	0	0	0	0	6
Other		40	5	0	0	1	0	46
	Approval of Political Donation	0	2	0	0	0	0	2
	Management Proposal on Say on Climate	1	3	0	0	0	0	4
	Renew Proportional Takeover Provisions	39	0	0	0	1	0	40
SHP: Environment		6	13	0	0	0	0	19
	SHP Regarding Climate Lobbying	0	3	0	0	0	0	3
	SHP Regarding Misc. Environmental Issue	0	1	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change	6	9	0	0	0	0	15
SHP: Governance		0	17	0	0	0	0	17

		With	Against	Take No				
Issue Code Category	Issue Code Description	Management	Management	Action	Unvoted	N/A	Mixed	Total
	SHP Regarding Election of Dissident							
	Board Member(s)	0	1	0	0	0	0	1
	SHP Regarding Facilitation of							
	Shareholder Proposals	0	16	0	0	0	0	16
SHP: Social		0	2	0	0	0	0	2
	SHP Regarding Misc. Social Issue	0	1	0	0	0	0	1
	SHP Regarding Reporting on Company's							
	Compliance with International Human R	0	1	0	0	0	0	1

Proposal Types – Votes Versus Policy

Issue Code Description	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	1624	257	0	0	0	0	0	1881
	31	1	0	0	0	0	0	32
Appointment of Auditor	22	1	0	0	0	0	0	23
Appointment of Auditor and Authority to Set Fees	1	0	0	0	0	0	0	1
Authority to Set Auditor's Fees	2	0	0	0	0	0	0	2
Bonus Dividend/Bonus Share Issue	1	0	0	0	0	0	0	1
Financial Statements	5	0	0	0	0	0	0	5
	776	66	0	0	0	0	0	842
Board Spill	9	7	0	0	0	0	0	16
Election of Directors	724	52	0	0	0	0	0	776
Election of Non-Management Nominee	3	0	0	0	0	0	0	3
Indemnification of Directors/Officers	2	0	0	0	0	0	0	2
	Appointment of Auditor Appointment of Auditor and Authority to Set Fees Authority to Set Auditor's Fees Bonus Dividend/Bonus Share Issue Financial Statements Board Spill Election of Directors Election of Non-Management Nominee	Issue Code Description 1624 31 Appointment of Auditor Appointment of Auditor and Authority to Set Fees 1 Authority to Set Auditor's Fees 2 Bonus Dividend/Bonus Share Issue 1 Financial Statements 5 776 Board Spill 9 Election of Directors 724 Election of Non-Management Nominee 3	Issue Code DescriptionPolicyPolicy1624257311Appointment of Auditor221Appointment of Auditor and Authority to Set Fees10Authority to Set Auditor's Fees20Bonus Dividend/Bonus Share Issue10Financial Statements5077666Board Spill97Election of Directors72452Election of Non-Management Nominee30	Issue Code DescriptionPolicyPolicyManual162425703110Appointment of Auditor2210Appointment of Auditor and Authority to Set Fees100Authority to Set Auditor's Fees200Bonus Dividend/Bonus Share Issue100Financial Statements500Board Spill970Election of Directors724520Election of Non-Management Nominee300	Issue Code Description Policy Policy Manual Action 1624 257 0 0 31 1 0 0 Appointment of Auditor 22 1 0 0 Appointment of Auditor and Authority to Set Fees 1 0 0 0 Authority to Set Auditor's Fees 2 0 0 0 Bonus Dividend/Bonus Share Issue 1 0 0 0 Financial Statements 5 0 0 0 Board Spill 9 7 0 0 Election of Directors 724 52 0 0 Election of Non-Management Nominee 3 0 0 0	Issue Code Description Policy Policy Manual Action Unvoted 1624 257 0 0 0 31 1 0 0 0 Appointment of Auditor 22 1 0 0 0 Appointment of Auditor and Authority to Set Fees 1 0 0 0 0 Authority to Set Auditor's Fees 2 0 0 0 0 Bonus Dividend/Bonus Share Issue 1 0 0 0 0 Financial Statements 5 0 0 0 0 Board Spill 9 7 0 0 0 Election of Directors 724 52 0 0 0 Election of Non-Management Nominee 3 0 0 0 0	Issue Code Description Policy Policy Manual Action Unvoted N/A 1624 257 0 0 0 31 1 0 0 0 Appointment of Auditor 22 1 0 0 0 Appointment of Auditor and Authority to Set Fees 1 0 0 0 0 Authority to Set Auditor's Fees 2 0 0 0 0 0 Bonus Dividend/Bonus Share Issue 1 0 0 0 0 0 Financial Statements 5 0 0 0 0 0 Board Spill 9 7 0 0 0 0 Election of Directors 724 52 0 0 0 0 Election of Non-Management Nominee 3 0 0 0 0 0	Sisse Code Description Policy Policy Manual Action Unvoted N/A Mixed

Issue Code Category	Issue Code Description	With	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
issue code category	·	Policy	Policy	Iviaiiuai	Action	Onvoteu	IV/A	IVIIACU	Total
	Post-Employment /Severance Agreements	22	6	0	0	0	0	0	28
	Related Party Transactions	16	1	0	0	0	0	0	17
Capital Management		37	2	0	0	0	0	0	39
	Authority to Issue Shares w/ Preemptive								
	Rights	8	0	0	0	0	0	0	8
	Authority to Repurchase Preferred					_		_	
	Shares	2	0	0	0	0	0	0	2
	Authority to Repurchase Shares	3	0	0	0	0	0	0	3
	Cancellation of Authorized Stock	3	0	0	0	0	0	0	3
	Issuance of Stock w/ or w/out								
	Preemptive Rights	20	2	0	0	0	0	0	22
	Reverse Stock Split	1	0	0	0	0	0	0	1
Changes to Company Statutes		67	2	0	0	0	0	0	69
	Adoption of New Articles	9	1	0	0	0	0	0	10
	Amend Articles, Constitution, Bylaws - Bundled	31	1	0	0	0	0	0	32
	Amendments to Articles (Technical)	8	0	0	0	0	0	0	8
	Amendments to Articles, Constitution, Bylaws	15	0	0	0	0	0	0	15
	Company Name Change	1	0	0	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover								
	Devices	3	0	0	0	0	0	0	3
Compensation		626	165	0	0	0	0	0	791
	Amendment to Stock Option Plan	3	0	0	0	0	0	0	3
	Directors' Fees	8	1	0	0	0	0	0	9
	Directors' Stock Option Plan	3	0	0	0	0	0	0	3

Janua Cada Catagomi	Issue Code Description	With	Against	Manual	Take No	Unicated	NI / A	Missad	Total
Issue Code Category	issue Code Description	Policy	Policy	Manual	Action	Unvoted	N/A	Mixed	Total
	Misc. Proposal Regarding Compensation	1	0	0	0	0	0	0	1
	Non-Executive Remuneration Policy	40	2	0	0	0	0	0	42
	(Forward-Looking)	40	3	0	0	0	0	0	43
	Remuneration Report (Retrospective)	206	95	0	0	0	0	0	301
	Stock Option Grants	331	62	0	0	0	0	0	393
	Stock Option Plan	34	4	0	0	0	0	0	38
M&A		24	0	0	0	0	0	0	24
	Divestiture/Spin-off	5	0	0	0	0	0	0	5
	Merger/Acquisition	11	0	0	0	0	0	0	11
	Misc. Proposal Regarding Restructuring	2	0	0	0	0	0	0	2
	Restructuring/Capitalization	6	0	0	0	0	0	0	6
Other		43	3	0	0	0	0	0	46
	Approval of Political Donation	2	0	0	0	0	0	0	2
	Management Proposal on Say on Climate	1	3	0	0	0	0	0	4
	Renew Proportional Takeover Provisions	40	0	0	0	0	0	0	40
SHP: Environment		13	6	0	0	0	0	0	19
	SHP Regarding Climate Lobbying	3	0	0	0	0	0	0	3
	SHP Regarding Misc. Environmental Issue	1	0	0	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change	9	6	0	0	0	0	0	15
SHP: Governance		5	12	0	0	0	0	0	17
	SHP Regarding Election of Dissident Board Member(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 Facilitation of						,		
	Shareholder Proposals	4	12	0	0	0	0	0	16
SHP: Social		2	0	0	0	0	0	0	2
	SHP Regarding Misc. Social Issue	1	0	0	0	0	0	0	1
	SHP Regarding Reporting on Company's Compliance with International Human Ri	1	0	0	0	0	0	0	1

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
Total for all Categories		1548	333	0	0	0	0	1881
Audit/Financials		30	2	0	0	0	0	32
	Appointment of Auditor	21	2	0	0	0	0	23
	Appointment of Auditor and Authority to Set Fees	1	0	0	0	0	0	1
	Authority to Set Auditor's Fees	2	0	0	0	0	0	2
	Bonus Dividend/Bonus Share Issue	1	0	0	0	0	0	1
	Financial Statements	5	0	0	0	0	0	5
Board Related		723	119	0	0	0	0	842
	Board Spill	9	7	0	0	0	0	16
	Election of Directors	671	105	0	0	0	0	776
	Election of Non-Management Nominee	3	0	0	0	0	0	3
	Indemnification of Directors/Officers	2	0	0	0	0	0	2

Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
	Post-Employment /Severance	Glass Lewis	LEWIS	Action		,		
	Agreements	22	6	0	0	0	0	28
	Related Party Transactions	16	1	0	0	0	0	17
apital Management		37	2	0	0	0	0	39
	Authority to Issue Shares w/ Preemptive							
	Rights	8	0	0	0	0	0	8
	Authority to Repurchase Preferred Shares	2	0	0	0	0	0	2
	Authority to Repurchase Shares	3	0	0	0	0	0	3
	Cancellation of Authorized Stock	3	0	0	0	0	0	3
	Issuance of Stock w/ or w/out Preemptive Rights	20	2	0	0	0	0	22
	Reverse Stock Split	1	0	0	0	0	0	1
hanges to Company Statutes		67	2	0	0	0	0	69
	Adoption of New Articles	9	1	0	0	0	0	10
	Amend Articles, Constitution, Bylaws - Bundled	31	1	0	0	0	0	32
	Amendments to Articles (Technical)	8	0	0	0	0	0	8
	Amendments to Articles, Constitution, Bylaws	15	0	0	0	0	0	15
	Company Name Change	1	0	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover Devices	3	0	0	0	0	0	3
ompensation		619	172	0	0	0	0	791
	Amendment to Stock Option Plan	3	0	0	0	0	0	3
	Directors' Fees	8	1	0	0	0	0	9
	Directors' Stock Option Plan	3	0	0	0	0	0	3
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Issue Code Category	Issue Code Description	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
					0		0	
	Misc. Proposal Regarding Compensation	1	0	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)	40	3	0	0	0	0	43
	(Forward Looking)							
	Remuneration Report (Retrospective)	199	102	0	0	0	0	301
	Stock Option Grants	331	62	0	0	0	0	393
	Stock Option Plan	34	4	0	0	0	0	38
M&A		24	0	0	0	0	0	24
	Divestiture/Spin-off	5	0	0	0	0	0	5
	Merger/Acquisition	11	0	0	0	0	0	11
	Misc. Proposal Regarding Restructuring	2	0	0	0	0	0	2
	Restructuring/Capitalization	6	0	0	0	0	0	6
Other		41	5	0	0	0	0	46
	Approval of Political Donation	0	2	0	0	0	0	2
	Management Proposal on Say on Climate	1	3	0	0	0	0	4
	Renew Proportional Takeover Provisions	40	0	0	0	0	0	40
SHP: Environment		6	13	0	0	0	0	19
	SHP Regarding Climate Lobbying	0	3	0	0	0	0	3
	SHP Regarding Misc. Environmental Issue	0	1	0	0	0	0	1
	SHP Regarding Report/Action on Climate Change	6	9	0	0	0	0	15
SHP: Governance		1	16	0	0	0	0	17
	SHP Regarding Election of Dissident Board Member(s)	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
	SHP Regarding Facilitation of Shareholder Proposals	0	16	0	0	0	0	16
SHP: Social		0	2	0	0	0	0	2
	SHP Regarding Misc. Social Issue	0	1	0	0	0	0	1
	SHP Regarding Reporting on Company's Compliance with International Human Ri	0	1	0	0	0	0	1

Proposal Type Report

Australian voting statistics - Year Ending 30 June 2023

From 7/1/2022 to 6/30/2023

Proposal Reasons - All Votes

			_			Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
Total for all Categories			1484	383	14	0	0	0	0	0	0	1881
Audit/Financials			29	2	1	0	0	0	0	0	0	31
	Appointment of Auditor											
		No Stated Reason	21	0	0	0	0	0	0	0	0	21
		tenure not disclosed	0	1	0	0	0	0	0	0	0	1
		The auditor tenure is too long.	0	1	0	0	0	0	0	0	0	1
	Appointment of Auditor and Authority to Set Fees											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Authority to Set Auditor's Fees											
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
	Bonus Dividend/Bonus Share Issue											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
	Financial Statements											

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain		Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Insufficient										
		information										
		provided	0	0	1	0	0	0	0	0	0	1
		No Stated Reason	4	0	0	0	0	0	0	0	0	4
Board Related			691	150	1	0	0	0	0	0	0	841
	Board Spill											
		Board has paid insufficient attention to rem vote against in 2021.	1	0	0	0	0	0	0	0	0	1
		Given we have voted against the remuneration report, we are in favour of a spill.	2	0	0	0	0	0	0	0	0	2
		<u>'</u>										
		No Stated Reason	2	9	0	0	0	0	0	0	0	11
		We believe Board should be tested where the Rem report fails to attract sufficient support and we are ourselves have voted against the rem report.	2	0	0	0	0	0	0	0	0	2
	Election of Directors											
		Affiliate/Insider on audit committee; Allows executive on audit comittee; Insufficient audit committee independence; No financial expert; Related party transactions	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Affiliate/Insider on audit committee; Board is not sufficiently independent	0	1	0	0	0	0	0	0	0	1
		Board is not sufficiently independent	0	5	0	0	0	0	0	0	0	5
		Board is not sufficiently independent; Related party transactions	0	2	0	0	0	0	0	0	0	2
		CEO of the highest GHG emissions company out of top 100 US Oil and Gas companies according to ERM. Hilcorp is also identified as being the highest contributor of methane emissions in the ERM report.	0	1	0	0	0	0	0	0	0	1
		Chair of noms committee - Insufficient Board diversity	0	1	0	0	0	0	0	0	0	1
		Chair of rem committee which put in place the growth incentive	0	2	0	0	0	0	0	0	0	2
		Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	1	0	0	0	0	0	0	0	1

Issue Code Category Issue Short Text Rationale Reason For Against Abstain Action Unvoted Mixed 1 Year 2 Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy 0 0 2 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	ory	Issue Short Text	Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy Concerns about gender diversity on				Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Tota
participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy 0 2 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy Concerns about gender diversity on	0	2	0							
UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy 0 2 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy Concerns about gender diversity on	0	2	0							
Strategy			strategy Concerns about gender diversity on	0	2	0							
Concerns about gender diversity on the Board 0 0 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			Concerns about gender diversity on	U			0	0	0	0	0	0	,
gender diversity on the Board 0 0 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			gender diversity on			U	0	U	U	U	U	U	
Gender board diversity in ~14.3%. Director Mountford sits on the Nominee Committee. O 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0				0	0	1	0	0	0	0	0	0	:
diversity in ~14.3%. Director Mountford sits on the Nominee Committee. O 1 0 0 0 0 0 0 Gender board diversity is ~14.3%. Director Reitzer is also the Chair of the Nominee Committee. O 1 0 0 0 0 0 0 Insufficient Board diversity O 1 0 0 0 0 0 0 Insufficient board gender diversity. O 1 0 0 0 0 0 0 Insufficient board Insufficient board			Excessive tenure	0	10	0	0	0	0	0	0	0	10
diversity is ~14.3%. Director Reitzer is also the Chair of the Nominee Committee. 0 1 0 0 0 0 0 0 Insufficient Board diversity 0 1 0 0 0 0 0 0 Insufficient board gender diversity. 0 1 0 0 0 0 0 0 Insufficient board			diversity in ~14.3%. Director Mountford sits on the Nominee	0	1	0	0	0	0	0	0	0	1
Insufficient Board diversity 0 1 0 0 0 0 0 0 0 0 Insufficient board gender diversity. 0 1 0 0 0 0 0 0 0 Insufficient board			diversity is ~14.3%. Director Reitzer is also the Chair of the Nominee	0	1	0	0	0	0	0	0	0	1
Insufficient board gender diversity. 0 1 0 0 0 0 0 O Insufficient board			Insufficient Board								0	0	
Insufficient board			Insufficient board				0	0	0		0	0	1
The Chair has also been on the board for 16 years. 0 1 0 0 0 0 0 0			gender diversity. The Chair has also been on the board	0	1	0	0	0	0	0	0	0	1
Insufficient gender diversity 0 1 0 0 0 0 0			Insufficient gender	0	1	0	0	0	0	0	0	0	1
Insufficient gender diversity on Board 0 2 0 0 0 0 0			Insufficient gender			0	0	0	0		0	0	2
Insufficient gender diversity on Board and Klemann chairs Noms Committee. 0 1 0 0 0 0 0			Insufficient gender diversity on Board and Klemann chairs				•				0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Insufficient gender diversity on the										
		Board	0	2	0	0	0	0	0	0	0	2
		Insufficient gender diversity.	0	2	0	0	0	0	0	0	0	2
		Insufficient gender diversity. Company does not report to CDP or										
		SASB.	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	645	4	0	0	0	0	0	0	0	649
		Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards.	0	12	0	0	0	0	0	0	0	12
		Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards.	0	1	0	0	0	0	0	0	0	1
		Nominee sits on more than two public company boards while being an executive of a public company. However, he owns more than 30% of company shares and as such is entitled to a Board position in our view.	1	0	0	0	0	0	0	0	0	1

						Take No						_
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Other										
		compensation		_			•	•				
		issues	0	1	0	0	0	0	0	0	0	1
		Other governance										
		issue	0	3	0	0	0	0	0	0	0	3
		Other unique issue	0	1	0	0	0	0	0	0	0	1
		Poor remuneration										
		structure;										
		Insufficient board										
		gender diversity	0	1	0	0	0	0	0	0	0	1
		Related party										
		transactions;										
		Insufficient board										
		gender diversity	0	1	0	0	0	0	0	0	0	1
		Serves on too many										
		boards	2	0	0	0	0	0	0	0	0	2
		Serves on too many										
		boards.	0	1	0	0	0	0	0	0	0	1
		The CEO has been										
		on the board for 15										
		years.	0	1	0	0	0	0	0	0	0	1
		The CFO is available										
		to present to the										
		Board at any time.	0	2	0	0	0	0	0	0	0	2
		The Chair has been										
		on the board for 18										
		years.	0	2	0	0	0	0	0	0	0	2
											•	
		The Chair has been										
		on the the board for 14 years.	0	1	0	0	0	0	0	0	0	1
			U	1	U	0	U	U	U	U	U	1
		The director has										
		been on the board	0	-	0	0	0	0	0	0	0	_
		for 13 years.	0	5	0	0	0	0	0	0	0	5
		The director sits on										
		the nominee										
		committee where										
		percentage of										
		gender diversity on	^	_	^	_	^	^	_	^	^	_
		board is 12.5%.	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		There is insufficient female representation on the board of directors.	0	35	0	0	0	0	0	0	0	35
		There is insufficient female representation on the board of directors. Average board tenure is excessive, with insufficient new membership in the past 5 years.	0	1	0	0	0	0	0	0	0	1
		There is insufficient female representation on the board of directors. Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards.	0	4	0	0		0	0	0	0	4
		There is insufficient gender diversity on the board of directors.	0	1	0	0	0	0	0	0	0	1
		Vote against the company chair or audit committee chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	1	0	0		0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Vote against the company chair when the company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	2	0	0	0	0	0	0	0	2
		Vote against the company chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	2	0	0	0	0	0	0	0	2
		Vote against the company chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. There is insufficient female representation on the board of 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
		We have lost faith in				Action						
		the board's ability										
		to articulate and										
		prosecute a										
		coherent strategy.										
		In particular the										
		Directors on the										
		Sustainability										
		Committee must										
		take responsibility										
		in our view. See our										
		investor statement										
		here										
		https://www.accr.or										
		g.au/news/member s%E2%80%99-										
		statements-relating-										
		to-the-re-election-										
		of-directors-to-the-										
		woodside-energy-										
		board/	0	3	0	0	0	0	0	0	0	3
	Election of Non-Management											
	Nominee											
		Director Mayne is										
		not a current board										
		member and										
		basically nominated										
		himself up for										
		election. We										
		generally do not										
		support the election										
		of any person as a director of an ASX-										
		listed company										
		whose agenda is										
		restricted to a single										
		(or even several)										
		issue's. We view										
		directors are there										
		on behalf of										
		shareholders to deal										
		with all issues										
		expected of a public										
		company director.	0	3	0	0	0	0	0	0	0	3
	Indemnification of											
	Directors/Officers											

						Take No						_
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
	Post-Employment /Severance			0		- 0					0	
	Agreements	=										
		Excessive										
		termination benefits	0	1	0	0	0	0	0	0	0	1
		Excessive										
		termination	•	_						•		_
		payments	0	1	0	0	0	0	0	0	0	1
		In general we are										
		against these										
		proposals above										
		what is allowed										
		without approval by Corporations Law.	0	1	0	0	0	0	0	0	0	1
		Corporations Law.	0		0	U	U	0	0	0	U	
		No Stated Reason	18	1	0	0	0	0	0	0	0	19
		Rationale based on										
		recent and										
		unproven										
		transaction; Vesting										
		in excess of ordinary										
		annual entitlements	0	1	0	0	0	0	0	0	0	1
		We believe there is										
		too much discretion										
		here to award										
		terminated										
		Directors and		2	•		•					_
		management.	0	3	0	0	0	0	0	0	0	3
		We do not see that										
		it is in shareholder										
		interest to										
		remunerate										
		departing										
		executives more than 12 months										
		remuneration.	0	2	0	0	0	0	0	0	0	2
	Related Party Transactions											
		No Stated Reason	16	0	0	0	0	0	0	0	0	16

Issue Code Category	Issue Short Text	Rationale Reason	Eor	Against	Abstain	Take No		Missad	1 Year	2 Years	3 Years	Total
Issue Code Category	issue Snort Text		For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Iotai
		Such transactions may create conflicts										
		for the directors as										
		they may be forced										
		to weigh their own										
		interests in relation										
		to shareholder										
		interests when										
		making board										
		decisions. We note										
		that the										
		transactions under										
		the Marketing										
		Services Agreement										
		with M Resources										
		Trading did not										
		require approval										
		under ASX Listing										
		Rule 10.1, and										
		hence, no										
		independent report on their fairness										
		was provided to										
		shareholders.	0	1	0	O	0	0	0	0	0	1
		Shareholders.										
Capital Management			37	0	2	0	0	0	0	0	0	37
	Authority to Issue Shares w/ Preemptive Rights											
		No Stated Reason	8	0	0	O	0	0	0	0	0	8
	Authority to Repurchase											
	Preferred Shares											
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
	Authority to Repurchase Shares											
		N. C. J. I.B.	2	•				0		0		_
		No Stated Reason	3	0	0	O	0	0	0	0	0	3
	Cancellation of Authorized Stock											
		No Stated Reason	3	0	0	O	0	0	0	0	0	3
	Issuance of Stock w/ or w/out Preemptive Rights											

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		No Stated Reason	20	0	2	0	0	0	0	0	0	22
		No Stated Reason	20	0		0	0	0	0	0	0	
	Reverse Stock Split											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
Changes to Company Statutes			54	15	0	0	0	0	0	0	0	69
	Adoption of New Articles											
		Allows for virtual										
		only AGM's.	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	5	0	0	0	0	0	0	0	0	5
		Virtual meetings	1	2	0	0	0	0	0	0	0	3
		We do not support virtual meetings. Hybrid meetings are a better alternative as it allows shareholders the ability to participate in person or by virtual means.	0	1	0	0	0	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled											
	·	Allows for virtual only AGM's.	0	1	0	0	0	0	0	0	0	1
		Company could hold virtual meetings only even where physical/hybrid meetings practical.	0	2	0	0	0	0	0	0	0	2
		No Stated Reason	23	0	0	0	0	0	0	0	0	23
		110 Stated Neason		0	3	0	J	J	<u> </u>	3	0	
		See 10.B	0	2	0	0	0	0	0	0	0	2
		Virtual meetings	1	3	0	0	0	0	0	0	0	4
	Amendments to Articles (Technical)											

Issue Code Category Issue Short Text							Take No						
Amendments to Articles, Constitution, Bylaws: No Stated Reason 12 0 0 0 0 0 0 0 0 0	ssue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Tota
Amendments to Articles, Constitution, Bylaws No Stated Reason 12 0 0 0 0 0 0 0 0 0			No Stated Reason	8	0	0	0	0	0	0	0	0	8
Not in shareholders'' interest			The Stated Reason										
Not in shareholders' interest 0 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			No Stated Reason	12	0	0	0	0	0	0	0	0	12
Virtual meetings			shareholders"	0	1	0	0	0	0	0	0	0	-
Virtual meetings - Constitution should state that physical meetings will take place where possible, ideally alongside virtual. This change allows for virtual only meetings irrespective which may result in limiting shareholders ability to field questions. Company Name Change No Stated Reason 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			interest	0		0	0	0	0	0	0	0	•
Constitution should state that physical meetings will take place where possible, ideally alongside virtual. This change allows for virtual only meetings lirrespective which may result in limiting shareholders ability to field questions. Company Name Change No Stated Reason 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			Virtual meetings	0	1	0	0	0	0	0	0	0	:
No Stated Reason 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0			Constitution should state that physical meetings will take place where possible, ideally alongside virtual. This change allows for virtual only meetings irrespective which may result in limiting shareholders ability	0	1	0	0	0	0	0	0	0	
Misc. Proposal Regarding Antitakeover Devices No Stated Reason 3 0		Company Name Change											
Antitakeover Devices No Stated Reason 3 0			No Stated Reason	1	0	0	0	0	0	0	0	0	
Compensation 581 204 6 0 0 0 0 0 0 Amendment to Stock Option Plan No Stated Reason 3 0													
Amendment to Stock Option Plan No Stated Reason 3 0 0 0 0 0 0 0 0 0 0			No Stated Reason	3	0	0	0	0	0	0	0	0	;
Amendment to Stock Option Plan No Stated Reason 3 0 0 0 0 0 0 0 0 0 0	Compensation			581	204	6	0	0	0	0	0	0	78
	-												
Directors' Fees			No Stated Reason	3	0	0	0	0	0	0	0	0	:
		Directors' Fees											

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against			Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Excessive increase										
		in cap	0	1	0	0	0	0	0	0	0	1
		Increase not									•	_
		justified	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	7	0	0	0	0	0	0	0	0	7
	Directors' Stock Option Plan											
		No Stated Reason	3	0	0	0	0	0	0	0	0	3
	Misc. Proposal Regarding Compensation											
		Not in shareholders										
		interest	0	1	0	0	0	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)											
		Excessive increase	0	1	0	0	0	0	0	0	0	1
		Increase is										
		excessive.	0	1	0	0	0	0	0	0	0	1
		Large increase	2	1	0	0	0	0	0	0	0	3
		No Stated Reason	37	0	0	0	0	0	0	0	0	37
		Not in										
		shareholders'' interest	0	1	0	0	0	0	0	0	0	1
	Remuneration Report (Retrospective)	interest	0		0	0	0	0	0	0	0	1
		Ad hoc awards;										
		Poor overall										
		disclosure	0	1	0	0	0	0	0	0	0	1
		Ad hoc cash awards; Termination										
		arrangements	1	0	0	0	0	0	0	0	0	1
		Ad-hoc awards; Large increase in										
		fixed remuneration	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Against - CEO got more than 2x next most highly paid executive	0	1	0	0	0	0	0	0	0	1
		CEO excessive remuneration compared to other Executives.	0	1	0	0	0	0	0	0	0	1
		CEO gets more than 2x next most highly paid	0	2	0	0	0	0	0	0	0	2
		CEO gets paid more than twice next most highly paid executive.	0	2	0	0	0	0	0	0	0	2
		CEO pay excessive vs other key exec.	0	1	0	0	0	0	0	0	0	1
		CEO remuneration is excessive relative to other executives.	0	1	0	0	0	0	0	0	0	1
		Change of control provision; High fixed remuneration; Short performance period for LTIP	0	1	0	0	0	0	0	0	0	1
		Combined scheme - short-term focus; High fixed remuneration	0	1	0	0	0	0	0	0	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting.	0	1	0	0	0	0	0	0	0	1
		Concerns around same metric under STI and LTI and relative TSR peer	0	7	0	•	0	0	0	0	0	
		group.	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Concerns around single metrics being applied and the Managing Director makes more than two times his next highest paid executive.	0	1	0	0	0	0	0	0	0	1
		Disclosure of LTI										
		outcomes	1	0	0	0	0	0	0	0	0	1
		Disclosure of STI; High fixed remuneration; Absolute TSR hurdle	0	1	0	0	0	0	0	0	0	1
		Discretion on										
		vesting	0	1	0	0	0	0	0	0	0	1
		Excessive CEO pay relative to other executives	0	1	0	0	0	0	0	0	0	1
		Excessive CEO pay relative to other executives.	0	3	0	0	0	0	0	0	0	3
		Excessive CEO pay vs other execs and peers and for poor performance	0	1	0	0	0	0	0	0	0	1
		Excessive CEO rem vs other key exec.	0	1	0	0	0	0	0	0	0	1
		Excessive CEO remuneration	0	1	0	0	0	0	0	0	0	1
		Excessive CEO remuneration cf other executives	0	1	0	0	0	0	0	0	0	1
		Excessive CEO remuneration cf other executives.	0	3	0	0	0	0	0	0	0	3
		Excessive CEO remuneration compared to other executives	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Excessive CEO remuneration vs other executives	0	1	0	0	0	0	0	0	0	1
		Excessive CEO remuneration vs other executives.	0	1	0	0	0	0	0	0	0	1
		Excessive CEO remuneration, ROIC target lowered despite increase in risk free rate.	0	3	0	0	0	0	0	0	0	3
		Excessive relative CEO pay. Single metric used for LTIP.	0	1	0	0	0	0	0	0	0	1
		Excessive remuneration	0	11	0	0	0	0	0	0	0	11
		Excessive remuneration cf other Executives	0	1	0	0	0	0	0	0	0	1
		Excessive remuneration compared to other executives.	0	2	0	0	0	0	0	0	0	2
		Excessive STI award; Single metric; Quantum of the MD/CEO"s fixed remuneration. Furthermore, the Managing Director/CEO makes more than tow times his next highest paid executive.	0	1	0	0	0	0	0	0	0	1
		Failure to incentivize mitigation of material										
		environmental risks.	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives.	0	1	0	0	0	0	0	0	0	1
		Focus on short-term performance; Short vesting period; Ad										
		hoc bonuses	0	1	0	0	0	0	0	0	0	1
		High fixed remuneration, single metric (FY2022), relative TSR comparator group and lack of disclosure of STI.	0	2	0	0	0	0	0	0	0	2
		High fixed remuneration; Quantum of STI paid	0	1	0	0	0	0	0	0	0	1
		High fixed remuneration; Relative TSR peer group	0	1	0	0	0	0	0	0	0	1
		High fixed remuneration; Single metric for STIP and EIP; Disclosure of EIP and STI terms; Lower LTI targets for FY2023; Material LTI vesting at threshold level	0	1	0	0	0	0	0	0	0	1
		High increase in fixed remuneration and single metric for STIP and LTIP.	0	1	0	0	0	0	0	0	0	1
		ioi Sili dila Elli .	J		J		U	U	J	U		

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Inappropriate uplift in fixed pay, lack of transparency on STI.	0	1	0	0	0	0	0	0	0	1
		Increase in CEO pay, exclusion of net losses on leases from npat calculation for bonuses.	0	1	0	0	0	0	0	0	0	1
		Increase is excessive; Short										
		performance period Insufficient alignment on rem package but first year listed.	0	0	1	0		0	0	0	0	1
		insufficient disclosure on STI and a single metric LLTI. CEO paid excessively compared to other	0			0	U U	0	0	0		
		executives.	0	1	0	0	0	0	0	0	0	1
		Lack of disclosure around STI.	0	1	0	0	0	0	0	0	0	1
		Large increase in fixed remuneration; Discretion over STI outcomes	2	0	0	0	0	0	0	0	0	2
		Negative aspects concerning high fixed remuneration, relative TSR as a single metric and peer group, disclosure of STI terms, no executive share ownership guidelines. The CEO is also paid excessively in comparison to his next highest paid executive.	0	2	0	0	0	0	0	0	0	2

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		No LTI plan; STI	4	0	0	0	0	0	0	0	0	4
		disclosure	1	0	0	0	0	0	0	0	0	1
		No Stated Reason	165	2	0	0	0	0	0	0	0	167
		No tie between compensation and sustainability.	0	6	0	0	0	0	0	0	0	6
		Only one short term performance metric. NPAT may also encourage aggressive tax practices as a stand alone measure.	0	1	0	0	0	0	0	0	0	1
		Poor compensation structure/performa nce conditions; Poor overall compensation disclosure; NED	0	1	U	0	U	0	0	U	U	
		option grants	0	1	0	0	0	0	0	0	0	1
		Poor disclosure	0	1	0	0	0	0	0	0	0	1
		Poor disclosure of STI terms; Single metric; Ad hoc awards	0	1	0	0	0	0	0	0	0	1
		Poor overall structure and the company has no formal LTI plan and high increase in fixed remuneration.	0	1	0	0	0	0	0	0	0	1
		Poor remuneration structure, excessive CEO pay versus other executives.	0	1	0	0	0	0	0	0	0	1
		Quantum of CEO"s fixed pay; One-off equity grant	0	1	0	0		0	0	0	0	1
		cquity grant	U		U	0	U	U	U	U	U	

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Quantum of CEO's fixed remuneration No performance hurdles Short vesting period	0	1	0	0	0	0	0	0	0	1
		Quantum of CEO"s remuneration; Short performance period; Inadequate response to shareholders" concerns	0	1	0	0	0	0	0	0	0	1
		Quantum of ED/CEOs" fixed remuneration; Misalignment with short term shareholder return	1	0	0	0	0	0	0	0	0	1
		Relative TSR as a Single Metric and the CEO is getting paid more than two times his next highest paid executive.	0	2	0	0	0	0	0	0	0	2
		Remuneration structure is highly ad-hoc and does not display sufficient efforts to align executive pay with company performance. There is also poor overall disclosure.	0	1	0	0	0	0	0	0	0	1
		Retention bonus; Large focus on STI; High fixed remuneration	1	0	0	0	0	0	0	0	0	1
		Same metric for STI and LTI; Single metric (FY2023)	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain		Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Share price hurdle; High fixed remuneration; Disclosure of STI terms, no ESG metrics in performance pay.	0	1	0	0	0	0	0	0	0	1
		Short performance period (FY2023 LTI); Single metric (FY2023 LTI)	0	1	0	0	0	0	0	0	0	1
		Short performance period for LTIP; No performance targets	1	0	0	0	0	0	0	0	0	1
		Short term Incentives are greater than long term incentives at maximum payout. As long term investors we believe this is a misalignment with our interests.	0	1	0	0	0	0	0	0	0	1
		Single absolute TSR hurdle; Short vesting period; Poor disclosure of STI and LTI terms	0	1	0	0	0	0	0	0	0	1
			2	0	0	0	0	0	0	0	0	
		Single metric Single metric; Retests performance targets/reprices options; Vesting for performance below the median	0	1	0	0		0	0	0	0	1
		Single metrics, disclosure of STI and LTI target and no executive share ownership guidelines.	0	1	0	0	0	0	0	0	0	1

	Take No											
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		STI outcomes and upward discretion	0	1	0	0	0	0	0	0	0	1
		STI outcomes poorly justified	0	1	0	0	0	0	0	0	0	1
		STI Scorecard assessment: FCF measure	0	1	0	0	0	0	0	0	0	1
		STI's are potentially larger than LTI's	0	1	0	0	0	0	0	0	0	1
		Th MD/CEO made more than three times his next highest paid executive.	0	1	0	0	0	0	0	0	0	1
		The CEO has excessive remuneration in comparison to other executives.	0	1	0	0	0	0	0	0	0	1
		The CEO has excessive remuneration in comparison to other executives. Their remuneration also has negative features around high fixed remuneration, single metric, adjustment to LTI outcomes and no executive shareholder guidelines.	0	1	0	0	0	0	0	0	0	1
		The CEO makes more than two times his next highest paid executive.	0	2	0	0	0	0	0	0	0	2
							-					

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		The Managing Director makes more than two times his next highest paid executive.	0	1	0	0	0	0	0	0	0	1
		The Managing Director makes more than two times his next highest paid executive. Concerns also around se single metrics, quantum of STI bonus and STIP disclosure.	0	2	0	0	0	0	0	0	0	2
		The managing Director/CEO is getting paid excessive amounts in comparison to the CFO. There are also high fixed elements and use of relative TSR hurdle as a single metric.	0	1	0	0	0	0	0	0	0	1

Issue Short Text							Take No						
Director/CEO make more than two times his next highest paid executive. Furthermore, the company's remuneration features a number of negative items relating to same metrics for STI and LTI, change of control provisions- automatic vesting fair value methodology and no executive share ownership guidelines. The Managing Director/CEO make more than two times his next highest paid executive. The company's remuneration also features a number of negative aspects relating to high lixed remuneration, all-inclusive comparator group, share price hurdle as a single metric (For PY2022) and	Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
guidelines. 0 1 0 0 0 0 0 0 0 0 0 0 1 The Managing Director/CEO make more than two times his next highest paid executive. The company's remuneration also features a number of negative aspects relating to high fixed remuneration, all-inclusive comparator group, share price hurdle as a single metric (For FY2022) and			Director/CEO make more than two times his next highest paid executive. Furthermore, the company's remuneration features a number of negative items relating to same metrics for STI and LTI, change of control provisions - automatic vesting, fair value methodology and no executive share										
The Managing Director/CEO make more than two times his next highest paid executive. The company's remuneration also features a number of negative aspects relating to high fixed remuneration, all-inclusive comparator group, share price hurdle as a single metric (For FY2022) and				٥	1	0	0	0	0	0	0	0	1
FY2022). 0 1 0 0 0 0 0 0 1			The Managing Director/CEO make more than two times his next highest paid executive. The company's remuneration also features a number of negative aspects relating to high fixed remuneration, all-inclusive comparator group, share price hurdle as a single metric (For FY2O22) and cliff vesting (For										

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		The Managing Director/CEO makes more than two times his next highest paid executive.	0	6	0	0	0	0	0	0	0	6
		The Managing Director/CEO makes more than two times his next highest paid executive. There are also concerns around disclosure of targets and the Board's discretion on Short Term										
		Incentives. The Managing Director/CEO makes more than two times his only other	0	1	0	0	0	0	0	0	0	1
		executive. The MD/CEO is getting paid	0	2	0	0	0	0	0	0	0	2
		excessively.	0	1	0	0	0	0	0	0	0	1
		The MD/CEO makes more than two times his next highest paid executive.	0	1	0	0	0	0	0	0	0	1
		Uncapped cash bonuses; Short- term focus	0	1	0	0		0	0	0	0	1
		Upfront equity grant for the MD/CEO, single metric (LTVR) and high increase in fixed remuneration.	0	1	0	0	0	0	0	0	0	1
		Upward discretion (STI); Fatality	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Upward discretion; Substantial increase in opportunity	0	1	0	0	0	0	0	0	0	1
		We note the poor share price of the company relative to its peers. In our view the remuneration structure is not leading to an optimal strategy for shareholder returns. In addition CEO remuneration is excessive relative to the rest of the C-Suite.	0	2	0	0		0	0	0	0	2
		Suite.	0		U	U	U	0	0	0	U	2
	Stock Option Grants											
		Absolute TSR hurdle	0	1	0	0	0	0	0	0	0	1
		Change of control provision; High fixed remuneration; Short performance period for LTIP	0	3	0	0		0	0	0	0	3
		Concerns around production growth target, high fixed remuneration and cliff vesting. There is also insufficient disclosure of STI and LTI performance assessments.	0	2	0	0	0	0	0	0	0	2
		Concerns around same metric under STI and LTI and relative TSR peer										
		group. Concerns around single metrics being	0	1	0	0		0	0	0		1
		applied.	0	1	0	0	0	0	0	0	0	1

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Concerns on grounds structure and the quantum seems to be very high relative to TSR of peers.	0	1	0	0	0	0	0	0	0	1
		Concerns regarding the quantum of the MD/CEO's STI remuneration.	0	1	0	0	0	0	0	0	0	1
		Concerns with the change of control provisions, same metric for STI and LTI and the use of a fair value methodology.	0	1	0	0	0	0	0	0	0	1
		Disclosure of performance conditions and vesting schedules; Absolute TSR hurdle	0	1	0	0	0	0	0	0	0	1
		Except in special circumstances we will vote against retention bonuses.	0	1	0	0	0	0	0	0	0	1
		Excessive CEO pay relative to other executives.	0	7	0	0	0	0	0	0	0	7
		Excessive CEO pay vs other executives	0	1	0	0	0	0	0	0	0	1
		Excessive CEO remuneration compared to other executives	0	2	0	0		0	0	0	0	2
		Excessive LTI	0	1	0	0	0	0	0	0	0	1
		Excessive potential remuneration under the grant	0	1	0	0	0	0	0	0	0	1
		Excessive retention award	0	3	0	0		0	0			3

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Excessive sign on	0	1	0	0	0	0	0	0	0	1
			-		0	0	0	-	- 0	0	0	
		Excessive taking into account										
		concerns about										
		REM.	0	1	0	0	0	0	0	0	0	1
		Failure to										
		incentivize										
		mitigation of										
		material										
		environmental risks.										
		The MD/CEO also										
		gets paid an										
		excessive amount in										
		comparison to his										
		executives.	0	1	0	0	0	0	0	0	0	1
		Failure to										
		incentivize										
		mitigation of										
		material										
		environmental risks.										
		The MD/CEO also										
		gets paid an										
		excessive amount in										
		comparison to his										
		executives. We note										
		also that the										
		MD/CEO and CFO										
		will be granted a										
		one-off 2023 EE										
		Grant, as a										
		significant retention										
		initiative, valued at										
		200% of fixed										
		remuneration. We note that from										
		FY2024/25 the										
		MD/CEO and CFOs'										
		LTI opportunity will										
		be 100% and 40% of										
		fixed remuneration										

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain		Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		High fixed remuneration, single metric (FY2022), relative TSR comparator group and lack of disclosure of STI.	0	4	0	0	0	0	0	0	0	4
		High increase in fixed remuneration and single metric for STIP and LTIP.	0	1	0	0	0	0	0	0	0	1
		Insufficient alignment on rem package but first year listed.	0	0	1	0	0	0	0	0	0	1
		No ESG metrics in performance hurdle - share price hurdle.	0	1	0	0	0	0	0	0	0	1
		No performance targets Short vesting period	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	320	1	0	0	0	0	0	0	0	321
		One-off equity grant; Quantum of award; Lack of performance conditions	0	1	0	0	0	0	0	0	0	1
		Poor compensation structure/performa nce conditions; Poor overall compensation disclosure; NED option grants	0	1	0	0	0	0	0	0	0	1
		Quantum of ED/CEOs" fixed remuneration; Misalignment with short term shareholder return.	0	2	0	0	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	For	Against		Take No	Unvoted	9.45ma.d	1 Year	2 Years	3 Years	Total
Issue Code Category	issue snort Text	Quantum of proposed grant; No performance	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 fears	3 fears	Total
		hurdles	0	1	0	0	0	0	0	0	0	1
		Relative TSR as a Single Metric	0	2	0	0	0	0	0	0	0	2
		Same metric for STI and LTI; Single metric; Change of control provisions	0	1	0	0	0	0	0	0	0	1
		See Rem report	0	1	0	0	0	0	0	0	0	1
		See rem report	0	3	0	0	0	0	0	0	0	3
		Short performance period	0	1	0	0	0	0	0	0	0	1
		Short performance period; Single metric	0	1	0	0	0	0	0	0	0	1
		Short term and long term bonus structure should be enough to align CEO.	0	1	0	0	0	0	0	0	0	1
		Single absolute TSR hurdle; Short vesting period; Poor disclosure of STI and LTI terms	0	1	0	0	0	0	0	0	0	1
		Single Metric and disclosure of STI and LTI target.	0	1	0	0	0	0	0	0	0	1
		Single metric; Lower LTI targets for FY2023; Material LTI vesting at threshold	0	2	0	0	0	0	0	0	0	2
		level	0	2	0	0	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Take No	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
issue code Category	issue short reat	Single metric; Retests performance targets/reprices options; Vesting for performance below the median	0	Against 1	Abstain 0	Action		0	0	0	0	10(a)
		STI's are potentially	0		0	0	0	U	0	0	0	
		larger than LTI's	0	2	0	0	0	0	0	0	0	2
		Substantial award for unserved period	0	2	0	0	0	0	0	0	0	2
		The CEO makes more than two times his next highest paid executive.	0	1	0	0	0	0	0	0	0	1
		The company's remuneration also features a number of negative aspects relating to high fixed remuneration, all-inclusive comparator group, share price hurdle as a single metric (For FY2022) and cliff vesting (For FY2022).	0	2	0	0	0	0	0	0	0	2
		The MD/CEO is getting paid excessively.	0	1	0	0	0	0	0	0	0	1
		We are against some aspects of the bonus and in favour of others.	0		2		0					
		We have voted against the remuneration policy and will abstain here as this is part of the same issue.	0	0	2	0	0	0	0	0	0	2
	Stock Option Plan											

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		Ad hoc awards; Disclosure of EIP limits, poorly structured rem arrangements.	0	1	0	0	0	0	0	0	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting.	0	1	0	0	0	0	0	0	0	1
		Includes Executives and Directors as potential beneficiaries.	0	1	0	0	0	0	0	0	0	1
M&A		No ESG metrics in performance hurdle - share price hurdle.	0	1	0	0	0	0	0	0	0	1
		No Stated Reason	34	0	0	0	0	0	0	0	0	34
			24	0	0	0	0	0	0	0	0	24
	Divestiture/Spin-off											
		No Stated Reason	5	0	0	0	0	0	0	0	0	5
	Merger/Acquisition											
		No Stated Reason	11	0	0	0	0	0	0	0	0	11
	Misc. Proposal Regarding Restructuring											
		No Stated Reason	2	0	0	0	0	0	0	0	0	2
	Restructuring/Capitalization											
		No Stated Reason	6	0	0	0	0	0	0	0	0	6
Other			41	5	0	0	0	0	0	0	0	46
	Approval of Political Donatic	n										

Inner Code Code Code	Leave Chart Tout	Dationals Danses	.			Take No			4. ٧	2 1/2	2 1/2	- 1
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		No Stated Reason	0	2	0	0	0	0	0	0	0	2
	Management Proposal on Say on Climate											
		No Stated Reason	1	0	0	0	0	0	0	0	0	1
		The Company's transition plan looks borderline acceptable. However, given ongoing fossil fuel exploration we have decided to vote against.	0	1	0	0	0	0	0	0	0	1
		This is a Say-On-Climate Proposal. Going forward we would ideally like to see more ambition with their decarbonisation pathway and interim targets being set. The company also does not meet a number of criteria according to Climate Action 100+ with respect to it's capital alignment and transition pathway initiative.	0	1	0	0	0	0	0	0	0	1
		Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay next say on climate to 2025	0	1	0	0	0	0	0	0	0	1
	Renew Proportional Takeover Provisions											

		No Stated Reason	40	0	0	0	0	0	0	0	0	40
SHP: Environment			13	6	0	0	0	0	0	0	0	19
	SHP Regarding Climate Lobbying											
		No Stated Reason	3	0	0	0	0	0	0	0	0	3
	SHP Regarding Misc. Environmental Issue											
	SHP Regarding Report/Action on Climate Change	We think this is a reasonable proposal, particularly in light of Origin's decision to sell its rights in the Beetaloo Basin to Tamboran Resources.	1	0	0	0	0	0	0	0	0	1
		No Stated Reason	6	0	0	0	0	0	0	0	0	6
		The bank has taken										

a variety of steps to mitigate its climate risk exposure, including setting a science-based GHG emissions reduction target for its own operations, providing boardlevel oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal-fired power generation and mining. Further, as a CCCA member, the bank has set and published sector-specific targets for aligning its portfolio with a

well-below 2 degrees scenario and striving for 1.5°C trajectory, based on scientific climate scenarios. Given the above, as well as the banks existing disclosures and policies concerning its climate-related risks and its demonstrated responsiveness to this issue, including its science-based GHG reduction target and its enhanced thermal coal financing policies, we do not believe that adoption of this proposal is warranted at this

0 3 0 0 0 0 0 0 0 **3**

The bank has taken a variety of steps to mitigate its climate risk exposure, including setting **GHG** emissions reduction targets for its Scope 1, 2, and 3 emissions, providing boardlevel oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal mines, metallurgical coal mines, and oil and gas projects, as well as only considering directly financing greenfield oil and

time.

gas projects that are in accordance with the IEA's Net-Zero by 2050 scenario. Additionally, the Company has set interim 2030 sector decarbonisation targets for a number of emissions-intensive sectors in its portfolio including upstream oil and gas, thermal coal mining, power generation, cement production, and Australian commercial real estate (large customers with office properties). Further, in July 2022, the Company joined the Net-Zero **Banking Alliance** ("NZBA") and has committed to aligning its lending portfolios with netzero emissions by 2050, consistent with a 1.5°C pathway, in accordance with NZBA. This year, the bank also updated its climate change position statement and action plan and has committed to reviewing its position statement annually, or as needed, so it remains relevant and aligned with the

banks ambition to

become a net-zero, climate-resilient 0 1 0 0 0 0 0 0 0 0 1 bank.

The bank has taken a variety of steps to mitigate its climate risk exposure, including setting Paris-aligned GHG emissions reduction targets, providing board-level oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal, oil and gas, power generation, aluminum, cement, and steel. Additionally, the Company has joined the Net-Zero Banking Alliance, and states that it will not directly finance any new or expanded coal-fired power stations and will phase out existing exposures by 2030, and that it will no longer bank any new business customers that have material thermal coal exposure. The Company also states that it is continuing to engage with 100 of its highest emitting customers to encourage them to, by the end of 2024, strengthen their low-carbon transition plans and

enhance their efforts to protect biodiversity. The bank has also committed to funding and facilitating at least \$50 billion by 2025 towards sustainable solutions for its customers, including initiatives that help improve environmental sustainability, support disaster resilience, increase access to affordable housing, and promote financial well-being. Further, the bank states that it will no longer onboard new energy customers for upstream oil and gas unless they have a Paris-aligned transition plan, and existing customers are also expected to have a Paris-aligned transition plan in place by 2025. These actions demonstrate attention and responsiveness to climate change-

related matters.

0

2 0 0 0 0 0 0 0 **2**

			_			Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Tota
		The company needs										
		to explain how its										
		ambitious growth										
		strategy aligns with										
		Santos recognition										
		of the scientific										
		consensus on										
		climate change and										
		its support of the										
		objective of the										
		Paris Agreement to										
		limit global										
		temperature rise by										
		2100 to less than 2										
		degrees Celsius and										
		pursue efforts to										
		limit the										
		temperature rise to										
		1.5 degrees Celsius										
		above pre-industrial										
		levels.	2	0	0	0	0	0	0	0	0	2
		While the wording										
		of the resolution										
		isn't perfect we are										
		inclined to support										
		until Woodside										
		comes up with a										
		coherent										
		explanation of its										
		energy transition				_	_		_	_	_	
		plan.	1	0	0	0	0	0	0	0	0	
SHP: Governance			12	1	4	0	0	0	0	0	0	13
	SHP Regarding Election of											
	Dissident Board Member(s)											
		Not in										
		shareholders" best										
		interests	0	1	0	0	0	0	0	0	0	1
	SHP Regarding Facilitation of Shareholder Proposals											
		No Stated Reason	3	0	0	0	0	0	0	0	0	;

			_			Take No			4.11	• • •	• • •	
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		The shareholder										
		proposal process is										
		best facilitated										
		through regulatory		_	_							_
		changes.	0	0	4	0	0	0	0	0	0	4
		Vision Super										
		supports resolutions										
		proposing a change										
		to company										
		constitutions to										
		allow non-binding										
		resolutions to be										
		put forward to										
		company meetings.										
		This is on the										
		grounds that no										
		viable alternative										
		method for allowing										
		shareholder ballots										
		has been actively										
		proposed since										
		2016 when the										
		courts ruled against										
		shareholders with										
		less than 5% of the										
		register putting										
		forward such										
		resolutions. Vision										
		Super acknowledges										
		there are better										
		solutions to address this issue and is in										
		favour of a superior alternative when it										
		becomes available.	c	0	0	0	0	0	0	0	0	e
		becomes available.	6	0	0	0	0	0	0	0	0	6

Vision Super supports resolutions proposing a change to company constitutions to allow non-binding resolutions to be put forward to company meetings. This is on the grounds that no viable alternative method for allowing shareholder ballots has been actively proposed since 2016 when the courts ruled against shareholders with less than 5% of the register putting forward such resolutions.

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Vision Super supports resolutions proposing a change to company constitutions to allow non-binding resolutions to be put forward to company meetings. This is on the grounds that no viable alternative method for allowing shareholder ballots has been actively proposed since 2016 when the courts ruled against shareholders with less than 5% of the register putting forward such resolutions. In the UK and the US, shareholders can propose non-

binding resolutions which do not compel the company to act but do create the opportunity for both public and private dialogue with shareholders on ESG issues. While changing company constitutions is not ideal, a signal needs to be sent to companies that this issue needs to be addressed. **Vision Super** acknowledges there are better solutions to address this issue and is in favour of a superior alternative when it becomes available. Vision Super acknowledges the need for a reasonable hurdle (5% or 100 shareholders for example) for shareholder resolutions to be accepted, in order for general meetings to avoid the potential to be swamped by individual shareholder

resolutions.

SHP: Social 2 0 0 0 0 0 0 0 0 2

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SHP Regarding Misc. Social Issue

						Take No						
Issue Code Category	Issue Short Text	Rationale Reason	For	Against	Abstain	Action	Unvoted	Mixed	1 Year	2 Years	3 Years	Total
		We think this is a reasonable proposal, particularly in light of Origin's decision to sell its rights in the Beetaloo Basin to Tamboran Resources.	1	0	0	0	0	0	0	0	0	1
	SHP Regarding Reporting on Company's Compliance with	l										
		We think this is a reasonable proposal, particularly in light of Origin's decision to sell its rights in the Beetaloo Basin to Tamboran Resources.	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
Total for all Categories			1398	390	0	0	93	0	1881
Audit/Financials			29	2	0	0	1	0	32
	Appointment of Auditor								
		No Stated Reason	21	0	0	0	0	0	21
		The auditor tenure is too long.	0	1	0	0	0	0	1
		tenure not disclosed	0	1	0	0	0	0	1
	Appointment of Auditor and Authority to Set Fees								

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
	Authority to Set Auditor's Fees								
		No Stated Reason	2	0	0	0	0	0	2
	Bonus Dividend/Bonus Share Issue								
		No Stated Reason	1	0	0	0	0	0	1
	Financial Statements								
		Insufficient information provided	0	0	0	0	1	0	1
		No Stated Reason	4	0	0	0	0	0	4
Board Related			692	141	0	0	9	0	842
	Board Spill								
		No Stated Reason	9	2	0	0	0	0	11
		Board has paid insufficient attention to rem vote against in 2021.	0	1	0	0	0	0	1
		We believe Board should be tested where the Rem report fails to attract sufficient support and we are ourselves have voted against the rem report.	0	2	0	0	0	0	2
		Given we have voted against the remuneration report, we are in favour of a spill.	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 Directors								
		No Stated Reason	644	4	0	0	1	0	649
		Insufficient board gender diversity. The Chair has also been on the board							
		for 16 years.	0	1	0	0	0	0	1
		Insufficient board gender diversity.	0	1	0	0	0	0	1
		Insufficient gender diversity on Board	0	2	0	0	0	0	2
		Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards.	0	12	0	0	0	0	12
		There is insufficient female representation on the board of directors.	0	35	0	0	0	0	35
		There is insufficient female representation on the board of directors. Average board tenure is excessive, with insufficient new membership in the past 5 years.	0	1	0	0	0	0	1
		Evensive tenura	2	0	0	0	1	0	10
		Excessive tenure	0	9	0	0	1	0	10

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		There is insufficient female representation on the board of directors. Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards.	0	4	0	0	0	0	4
		Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	1	0	0	0	0	1
		Vote against the company chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. There is insufficient female representation on the board of directors.	0	1	0	0	0	0	1
		Chair of noms committee - Insufficient Board	0	1	0		0	0	4
		diversity Insufficient gender diversity on the Board	0	2	0	0	0	0	2
		Insufficient gender diversity.	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
		The Chair has been on the the board for 14 years.	0	1	0	0	0	0	1
		Concerns about gender diversity on	, , ,	1	0	<u> </u>	0	0	
		the Board	0	1	0	0	0	0	1
		The CEO has been on the board for 15 years.	0	1	0	0	0	0	1
		Vote against the company chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	2	0	0	0	0	2
		Nominee sits on more than two public company boards while being an executive of a public company. However, he owns more than 30% of company shares and as such is entitled to a Board position in our view.	1	0	0	0	0	0	1
		Insufficient gender diversity	0	1	0	0	0	0	1
		Board is not sufficiently independent	0	5	0	0	0	0	5
		Affiliate/Insider on audit committee; Board is not sufficiently independent	0	1	0	0	0	0	1
		Insufficient gender diversity on Board and Klemann chairs Noms 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
		Other compensation issues	0	1	0	0	0	0	1
		Related party transactions; Insufficient board gender diversity	0	1	0	0	0	0	1
		Insufficient Board diversity	0	1	0	0	0	0	1
		Serves on too many boards.	0	1	0	0	0	0	1
		Vote against the company chair when the company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	2	0	0	0	0	2
		Poor remuneration structure; Insufficient board gender diversity	0	1	0	0	0	0	1
		Other governance issue	0	3	0	0	0	0	3
		The Chair has been on the board for 18 years.	0	2	0	0	0	0	2
		Affiliate/Insider on audit committee; Allows executive on audit comittee; Insufficient audit committee independence; No financial expert; Related party transactions	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
		CEO of the highest GHG emissions							
		company out of top							
		100 US Oil and Gas							
		companies							
		according to ERM.							
		Hilcorp is also							
		identified as being the highest							
		contributor of							
		methane emissions							
		in the ERM report.	0	1	0	0	0	0	1
		The director has			-	-	-	-	
		been on the board							
		for 13 years.	0	5	0	0	0	0	5
		101 13 years.	0			-			
		Other unique issue	0	1	0	0	0	0	1
		Board is not							
		sufficiently							
		independent;							
		Related party							
		transactions	0	2	0	0	0	0	2
		The CFO is available							
		to present to the							
		Board at any time.	0	2	0	0	0	0	2
		Chair of rem							
		committee which							
		put in place the							
		growth incentive	0	2	0	0	0	0	2
		Company is a UNGC							
		participant or							
		signatory OR the							
		Human Rights Policy							
		does not align with							
		UNDHR. Chair of							
		risk, Santos has a							
		poor OH&S record							
		and a risky growth							
		strategy	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
		Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards.	0	1	0	0	0	0	1
		Gender board diversity is ~14.3%. Director Reitzer is also the Chair of the Nominee Committee.	0	1	0	0	0	0	1
		Gender board diversity in ~14.3%. Director Mountford sits on the Nominee Committee.	0	1	0	0	0	0	1
		The director sits on the nominee committee where percentage of gender diversity on board is 12.5%.	0	1	0	0	0	0	1
		Vote against the company chair or audit committee chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	1	0	0	0	0	1
		Insufficient gender diversity. Company does not report to CDP or SASB.	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 is insufficient gender diversity on							
		the board of							
		directors.	0	1	0	0	0	0	1
		We have lost faith in							
		the board's ability							
		to articulate and							
		prosecute a							
		coherent strategy.							
		In particular the							
		Directors on the							
		Sustainability							
		Committee must							
		take responsibility							
		in our view. See our							
		investor statement							
		here							
		https://www.accr.or							
		g.au/news/member							
		s%E2%80%99-							
		statements-relating-							
		to-the-re-election-							
		of-directors-to-the-							
		woodside-energy-							
		board/	0	3	0	0	0	0	3
		Serves on too many							
		boards	2	0	0	0	0	0	2
	Election of Non-Management Nominee								

			With	Against	Take No	_			_
Issue Code Category	Issue Short Text	Rationale Reason	Management	Management	Action	Unvoted	N/A	Mixed	Total
		Director Mayne is							
		not a current board							
		member and							
		basically nominated							
		himself up for							
		election. We							
		generally do not							
		support the election							
		of any person as a							
		director of an ASX-							
		listed company							
		whose agenda is							
		restricted to a single							
		(or even several)							
		issue's. We view							
		directors are there							
		on behalf of							
		shareholders to deal							
		with all issues							
		expected of a public	2		•	•		•	_
		company director.	3	0	0	0	0	0	3
	Indemnification of								
	Directors/Officers								
		No Stated Reason	1	0	0	0	1	0	2
	Post-Employment /Severance Agreements								
	7.6. ceee	Excessive							
		termination							
		payments	0	1	0	0	0	0	1
		payments			•				
		No Stated Reason	16	1	0	0	2	0	19
		In general we are							
		against these							
		proposals above							
		what is allowed							
		without approval by							
		Corporations Law.	0	0	0	0	1	0	1
		Excessive							
		termination benefits	0	1	0	0	0	0	1

Issue Code Category I	ssue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		We do not see that							
		it is in shareholder							
		interest to							
		remunerate							
		departing							
		executives more							
		than 12 months							
		remuneration.	0	2	0	0	0	0	2
		Rationale based on							
		recent and							
		unproven							
		transaction; Vesting							
		in excess of ordinary							
		annual entitlements	0	1	0	0	0	0	1
		We believe there is							
		too much discretion							
		here to award							
		terminated							
		Directors and							
		management.	0	0	0	0	3	0	3
F	Related Party Transactions								
		No Stated Reason	16	0	0	0	0	0	16

Issue Code Category Issue Short Text Rationale Reason Such transactions may create conflicts for the directors as they may be forced to weigh their own interests in relation to shareholder interests when making board decisions. We note that the marketing Services Agreement with M Received to the Marketing Services Agreement and Marketing Services Agreement with M Received to the Marketing Services Agreement to the Marketing Ser					Take No	Against	With			
may create conflicts for the directors as they may be forced to weight their own interests in relation to Shareholder interests when making board decisions. We note that the transactions under the Marketing Services Agreement with Miscources Trading did not require approval under ASL listing Rule 10.1, and hence, no independent report on independent report on their frainess was provided to shareholders. Authority to issue Shares w/ Preemptive Rights No Stated Reason 8 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Total	Mixed	N/A	Unvoted	Action	Management	Management	Rationale Reason	Issue Short Text	ssue Code Category
for the directors as they may be forced to weigh their own interests in relation to shareholder interests when making board decisions. We note that the transactions under the Marketing Services Agreement with M Resources Trading did not require approval under ASL Usting Rule 10.1, and hence, no independent report on their fairness was provided to shareholders. No Stated Reason 8 0 0 0 0 0 0 0 0 0										
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Services Agreement with M Resources Trading did not require approval under ASX Listing Rule 10.1, and hence, no independent report on their fairness was provided to shareholders: 0 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0										
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Trading did not require approval under ASX Listing Rule 10.1, and hence, no independent report on their fairness was provided to shareholders. Authority to Issue Shares w/ Preemptive Rights										
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Shareholders. 0										
Authority to Issue Shares W/ Preemptive Rights	1	0	0	0	0	1	0			
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No Stated Reason	39	0	2	0	0	2	35			Capital Management
No Stated Reason 8 0 0 0 0 Authority to Repurchase Preferred Shares No Stated Reason 2 0 0 0 0 0 0 Authority to Repurchase Shares No Stated Reason 3 0									Authority to Issue Shares w/	
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Preferred Shares	8	0	0	0	0	0	8	No Stated Reason		
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Cancellation of Authorized Stock No Stated Reason 3 0 0 0 0 0 0 0 Susuance of Stock w/ or w/out									Shares	
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No Stated Reason 3 0 0 0 0 0 0 Issuance of Stock w/ or w/out 0 <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>Cancellation of Authorized</td> <td></td>									Cancellation of Authorized	
Issuance of Stock w/ or w/out										
Issuance of Stock w/ or w/out										
	3	0	0	0	0	0	3	No Stated Reason		
ricempuve nights									Preemptive Rights	
r reempuve rights									Cancellation of Authorized Stock Issuance of Stock w/ or w/out	

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	18	2	0	0	2	0	22
	Reverse Stock Split								
		No Stated Reason	1	0	0	0	0	0	1
Changes to Company Statutes			52	15	0	0	2	0	69
	Adoption of New Articles								
		No Stated Reason	5	0	0	0	0	0	5
		Virtual meetings	1	2	0	0	0	0	3
		Allows for virtual only AGM's.	0	1	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled	We do not support virtual meetings. Hybrid meetings are a better alternative as it allows shareholders the ability to participate in person or by virtual means.	0	1	0	0	0	0	1
	2,	No Stated Reason	23	0	0	0	0	0	23
		Virtual meetings	1	3	0	0	0	0	4
		Company could hold virtual meetings only even where physical/hybrid meetings practical.	0	2	0	0	0	0	2
		See 10.B	0	2	0	0	0	0	2
		Allows for virtual only AGM's.	0	1	0	0	0	0	1
	Amendments to Articles (Technical)								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		No Stated Reason	8	0	0	0	0	0	8
	Amendments to Articles, Constitution, Bylaws								
		No Stated Reason	10	0	0	0	2	0	12
		Not in shareholders'' interest	0	1	0	0	0	0	1
		Virtual meetings - Constitution should state that physical meetings will take place where possible, ideally alongside virtual. This change allows for virtual only meetings irrespective which may result in limiting shareholders ability							
		to field questions.	0	1	0	0	0	0	1
		Virtual meetings	0	1	0	0	0	0	1
	Company Name Change								
		No Stated Reason	1	0	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover Devices								
		No Stated Reason	3	0	0	0	0	0	3
Compensation			520	193	0	0	78	0	791
	Amendment to Stock Option Plan								
		No Stated Reason	2	0	0	0	1	0	3
	Directors' Fees								

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive increase in							
		cap	0	0	0	0	1	0	1
		No Stated Reason	1	0	0	0	6	0	7
		Increase not justified	0	0	0	0	1	0	1
	Directors' Stock Option Plan								
		No Stated Reason	1	0	0	0	2	0	3
	Misc. Proposal Regarding Compensation								
		Not in shareholders							
		interest	0	1	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)								
		No Stated Reason	17	1	0	0	19	0	37
		Not in shareholders"							
		interest	0	1	0	0	0	0	1
		Increase is							
		excessive.	0	1	0	0	0	0	1
		Large increase	0	0	0	0	3	0	3
		Excessive increase	0	0	0	0	1	0	1
	Remuneration Report (Retrospective)								
		No Stated Reason	155	2	0	0	10	0	167
		Excessive relative CEO pay. Single metric used for LTIP.	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
		The CEO has excessive remuneration in comparison to other executives. Their remuneration also has negative features around high fixed remuneration, single metric, adjustment to LTI outcomes and no executive shareholder							
		guidelines. Share price hurdle; High fixed remuneration; Disclosure of STI terms, no ESG metrics in	0	1	0	0	0	0	1
		performance pay. Focus on short-term performance; Short vesting period; Ad	0	0	0	0	1	0	1
		hoc bonuses	0	1	0	0	0	0	1
		STI outcomes and upward discretion	0	1	0	0	0	0	1
		Upward discretion (STI); Fatality	0	1	0	0	0	0	1
		Poor disclosure of STI terms; Single metric; Ad hoc awards	0	1	0	0	0	0	1
		Insufficient alignment on rem package but first year listed.	0	1	0	0	0	0	1
		The CEO makes more than two times his next highest paid executive.	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
		Only one short term performance metric. NPAT may also encourage aggressive tax practices as a stand alone measure.	0	1	0	0	0	0	1
		Ad hoc awards; Poor overall disclosure	0	1	0	0	0	0	1
		Th MD/CEO made more than three times his next highest paid executive.	0	1	0	0	0	0	1
		STI's are potentially				0			
		larger than LTI's Same metric for STI	0	1	0	0	0	0	1
		and LTI; Single metric (FY2023)	0	1	0	0	0	0	1
		Excessive CEO remuneration vs other executives.	0	1	0	0	0	0	1
		Excessive remuneration cf other Executives	0	1	0	0	0	0	1
		Quantum of ED/CEOs'' fixed remuneration; Misalignment with short term shareholder return	0	0	0	0	1	0	1
		Excessive CEO pay relative to other executives.	0	3	0	0	0	0	3
		Increase is excessive; Short performance period	0	1	0	0	0	0	1
		Excessive CEO remuneration cf other executives.	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
		CEO gets paid more than twice next most highly paid executive.	0	2	0	0	0	0	2
		Excessive remuneration compared to other							
		executives. Excessive	0	2	0	0	0	0	2
		remuneration	0	10	0	0	1	0	11
		Discretion on vesting	0	0	0	0	1	0	1
		Failure to incentivize mitigation of material environmental risks.	0	1	0	0	0	0	1
		Excessive CEO remuneration, ROIC target lowered despite increase in risk free rate.	0	3	0	0	0	0	3
		The MD/CEO is getting paid excessively.	0	1	0	0	0	0	1
		Single metrics, disclosure of STI and LTI target and no executive share ownership guidelines.	0	0	0	0	1	0	1
		CEO excessive remuneration compared to other Executives.	0	1	0	0	0	0	1
		Uncapped cash bonuses; Short-term focus	0	1	0	0	0	0	1
		Excessive CEO rem vs other key exec.	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
		Large increase in fixed remuneration; Discretion over STI outcomes	0	0	0	0	2	0	2
		The Managing Director/CEO makes more than two times his next highest paid executive. There are also concerns around disclosure of targets and the Board's discretion on Short Term Incentives.	0	1	0	0	0	0	1
		insufficient disclosure on STI and a single metric LLTI. CEO paid excessively compared to other executives.	0	1	0	0	0	0	1
		Change of control provision; High fixed remuneration; Short performance period for LTIP	0	0	0	0	1	0	1
		CEO gets more than 2x next most highly paid	0	2	0	0	0	0	2
		Quantum of CEO's fixed remuneration No performance hurdles Short vesting period	0	1	0	0	0	0	1
		CEO remuneration is excessive relative to other executives.	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
		High fixed remuneration, single metric (FY2022), relative TSR comparator group and lack of disclosure of STI.	0	2	0	0	0	0	2
		Increase in CEO pay, exclusion of net losses on leases from npat calculation for bonuses.	0	1	0	0	0	0	1
		The Managing Director/CEO make more than two times his next highest paid executive. Furthermore, the company's remuneration features a number of negative items relating to same metrics for STI and LTI, change of control provisions - automatic vesting, fair value methodology and no executive share ownership guidelines.	0	1	0	0	0	0	1
		Poor remuneration structure, excessive CEO pay versus other executives.	0	1	0	0	0	0	1
		No tie between compensation and sustainability.	0	6	0	0	0	0	6

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		The Managing Director makes more than two times his next							
		highest paid executive.	0	1	0	0	0	0	1
		STI outcomes poorly justified	0	1	0	0	0	0	1
		The Managing Director/CEO makes more than two times his next highest paid executive.	0	6	0	0	0	0	6
		Combined scheme - short-term focus; High fixed remuneration	0	1	0	0	0	0	1
		Retention bonus; Large focus on STI; High fixed remuneration	0	0	0	0	1	0	1
		Short term Incentives are greater than long term incentives at maximum payout. As long term investors we believe this is a misalignment with our interests.	0	1	0	0	0	0	1
		The MD/CEO makes more than two times his next highest paid executive.	0	1	0	0	0	0	1
		CEO pay excessive vs other key exec.	0	1	0	0	0	0	1

Issue Code Category Issue Sho	rt Text Rationale Reason The Managing	Management	Management	Action	Unvoted	N/A	Mixed	
	The Managing					,	www	Total
	Director/CEO make							
	more than two							
	times his next							
	highest paid							
	executive. The							
	company's							
	remuneration also							
	features a number							
	of negative aspects							
	relating to high fixed							
	remuneration, all-							
	inclusive							
	comparator group,							
	share price hurdle							
	as a single metric							
	(For FY2022) and							
	cliff vesting (For							
	FY2022).	0	1	0	0	0	0	1
	Excessive CEO							
	remuneration cf							
	other executives	0	1	0	0	0	0	1
	Remuneration							
	structure is highly							
	ad-hoc and does not							
	display sufficient							
	efforts to align							
	executive pay with							
	company							
	performance. There							
	is also poor overall							
	disclosure.	0	1	0	0	0	0	1
		U		0	0	0	0	
	Excessive CEO pay							
	relative to other							
	executives	0	1	0	0	0	0	1
	Quantum of CEO"s							
	remuneration; Short							
	performance							
	period; Inadequate							
	response to							
	shareholders''							
	concerns	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
		Single metric; Retests							
		performance							
		targets/reprices							
		options; Vesting for							
		performance below	_	_	_	_	_		_
		the median	0	0	0	0	1	0	1
		High fixed							
		remuneration;							
		Quantum of STI paid	0	1	0	0	0	0	1
		De en diede euro	0	4	0	0	0	0	
		Poor disclosure	0	1	0	0	0	0	1
		Excessive CEO pay							
		vs other execs and							
		peers and for poor	0	4	0	0	0	0	
		performance	0	1	0	0	0	0	1
		No LTI plan; STI	0	0	0	0	4	0	
		disclosure	0	0	0	0	1	0	1
		Poor overall							
		structure and the							
		company has no							
		formal LTI plan and							
		high increase in	•			•		•	
		fixed remuneration.	0	1	0	0	0	0	1
		Single metric	0	0	0	0	2	0	2
		Concerns around							
		same metric under							
		STI and LTI and							
		relative TSR peer							
		group.	0	1	0	0	0	0	1
		Short performance							
		period for LTIP; No							
		performance targets	0	0	0	0	1	0	1
		STI Scorecard							
		assessment: FCF							
		measure	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
		The Managing Director makes more than two times his next highest paid executive. Concerns also around se single metrics, quantum of STI bonus and STIP disclosure.	0	2	0	0	0	0	2
		Disclosure of STI;							
		High fixed remuneration; Absolute TSR hurdle	0	0	0	0	1	0	1
		Short performance period (FY2023 LTI); Single metric (FY2023 LTI)	0	1	0	0	0	0	1
		Poor compensation structure/performa nce conditions; Poor overall compensation disclosure; NED option grants	0	0	0	0	1	0	1
		Excessive CEO remuneration compared to other executives	0	1	0	0	0	0	1
		High fixed remuneration; Relative TSR peer							
		group	0	0	0	0	1	0	1
		Excessive CEO remuneration	0	1	0	0	0	0	1
		Against - CEO got more than 2x next most highly paid							
		executive	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
		The Managing Director/CEO makes more than two times his only other							
		executive.	0	2	0	0	0	0	2
		The managing Director/CEO is getting paid excessive amounts in comparison to the CFO. There are also high fixed elements and use of relative TSR hurdle							
		as a single metric.	0	1	0	0	0	0	1
		Single absolute TSR hurdle; Short vesting period; Poor disclosure of STI and LTI terms	0	1	0	0	0	0	1
		Quantum of CEO"s fixed pay; One-off equity grant	0	1	0	0	0	0	1
		Negative aspects concerning high fixed remuneration, relative TSR as a single metric and peer group, disclosure of STI terms, no executive share ownership guidelines. The CEO is also paid excessively in comparison to his next highest paid executive.	0	2	0	0	0	0	2
		Relative TSR as a Single Metric and the CEO is getting paid more than two times his next highest paid				Ţ.	<u> </u>	<u> </u>	
		executive.	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
		Lack of disclosure around STI.	0	1	0	0	0	0	1
		Excessive CEO remuneration vs other executives	0	1	0	0	0	0	1
		The CEO has excessive remuneration in comparison to other executives.	0	1	0	0	0	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting.	0	1	0	0	0	0	1
		Ad hoc cash awards; Termination arrangements	0	0	0	0	1	0	1
		We note the poor share price of the company relative to its peers. In our view the remuneration structure is not leading to an optimal strategy for shareholder returns. In addition CEO remuneration is excessive relative to the rest of the C-Suite.	0	2	0	0	0	0	2
		Excessive STI award; Single metric; Quantum of the MD/CEO"s fixed remuneration. Furthermore, the Managing Director/CEO makes more than tow times his next highest paid executive.	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
		High fixed remuneration; Single metric for STIP and EIP; Disclosure of EIP and STI terms; Lower LTI targets for FY2023; Material LTI vesting at threshold level	0	1	0	0	0	0	1
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives.	0	1	0	0	0	0	1
		Concerns around single metrics being applied and the Managing Director makes more than two times his next highest paid executive.	0	1	0	0	0	0	1
		Ad-hoc awards; Large increase in fixed remuneration	0	1	0	0	0	0	1
		Inappropriate uplift in fixed pay, lack of transparency on STI.	0	1	0	0	0	0	1
		Upfront equity grant for the MD/CEO, single metric (LTVR) and high increase in fixed remuneration.	0	0	0	0	1	0	1
		High increase in fixed remuneration and single metric for STIP and LTIP.	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
		Disclosure of LTI outcomes	0	0	0	0	1	0	1
		Upward discretion; Substantial increase in opportunity	0	1	0	0	0	0	1
	Stock Option Grants								
		No Stated Reason	313	1	0	0	7	0	321
		No ESG metrics in performance hurdle - share price hurdle.	0	1	0	0	0	0	1
		Excessive LTI	0	1	0	0	0	0	1
		Excessive sign on	0	1	0	0	0	0	1
		Insufficient alignment on rem package but first year listed.	0	1	0	0	0	0	1
		See Rem report STI's are potentially	0	1	0	0	0	0	1
		larger than LTI's	0	2	0	0	0	0	2
		Same metric for STI and LTI; Single metric; Change of control provisions	0	1	0	0	0	0	1
		Quantum of ED/CEOs" fixed remuneration; Misalignment with short term shareholder return.	0	2	0	0	0	0	2
		Excessive CEO pay relative to other executives.	0	7	0	0	0	0	7
		Short performance period	0	1	0	0	0	0	1
		See rem report	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
		The MD/CEO is getting paid excessively.	0	1	0	0	0	0	1
		Single Metric and disclosure of STI and LTI target.	0	0	0	0	1	0	1
		Change of control provision; High fixed remuneration; Short performance period for LTIP	0	3	0	0	0	0	3
		No performance targets Short vesting period	0	1	0	0	0	0	1
		High fixed remuneration, single metric (FY2022), relative TSR comparator group and lack of disclosure of STI.	0	4	0	0	0	0	4
		Concerns with the change of control provisions, same metric for STI and LTI and the use of a fair value methodology.	0	1	0	0	0	0	1
		Absolute TSR hurdle We have voted against the remuneration policy and will abstain here as this is part of the same issue.	0	2	0	0	0	0	1
		Substantial award for unserved period	0	2	0	0	0	0	2
		Concerns on grounds structure and the quantum seems to be very high relative to TSR of peers.	0	1	0	0	0	0	1
		or peers.	0	т_	0	U	U	U	

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		Short term and long term bonus structure should be enough to align							
		CEO.	0	1	0	0	0	0	1
		The company's remuneration also features a number of negative aspects relating to high fixed remuneration, all-inclusive comparator group,							
		share price hurdle as a single metric (For FY2022) and cliff vesting (For FY2022).	0	2	0	0	0	0	2
		Single metric; Retests performance targets/reprices options; Vesting for performance below the median	0	1	0	0	0	0	1
		Concerns around same metric under STI and LTI and relative TSR peer							
		group.	0	1	0	0	0	0	1
		Excessive retention award	0	3	0	0	0	0	3
		Excessive taking into account concerns about REM.	0	1	0	0	0	0	1
		Short performance period; Single metric	0	1	0	0	0	0	1
		Poor compensation structure/performa nce conditions; Poor overall compensation disclosure; NED							
		option grants	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
		Excessive CEO remuneration compared to other executives	0	2	0	0	0	0	2
		Single absolute TSR hurdle; Short vesting period; Poor disclosure of STI and LTI terms	0	1	0	0	0	0	1
		One-off equity grant; Quantum of award; Lack of performance conditions	0	1	0	0	0	0	1
		Relative TSR as a Single Metric	0	2	0	0	0	0	2
		Excessive CEO pay vs other executives	0	1	0	0	0	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting. There is also insufficient disclosure of STI and LTI performance assessments.	0	2	0	0	0	0	2
		Disclosure of performance conditions and vesting schedules; Absolute TSR hurdle	0	1	0	0	0	0	1
		We are against some aspects of the bonus and in favour of others.	0	2	0	0	0	0	2
		Concerns regarding the quantum of the MD/CEO's STI remuneration.	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
		Single metric; Lower LTI targets for FY2023; Material LTI vesting at threshold level	0	2	0	0	0	0	2
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives. We note also that the MD/CEO and CFO will be granted a one-off 2023 EE Grant, as a significant retention initiative, valued at 200% of fixed remuneration. We note that from FY2024/25 the MD/CEO and CFOs' LTI opportunity will be 100% and 40% of fixed remuneration respectively.	0	1	0	0	0	0	1
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives.	0	1		0	0	0	1
		Concerns around single metrics being applied.	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
		Except in special circumstances we will vote against retention bonuses.	0	1	0	0	0	0	1
		Quantum of proposed grant; No performance hurdles	0	1	0	0	0	0	1
		High increase in fixed remuneration and single metric for STIP and LTIP.	0	1	0	0	0	0	1
		The CEO makes more than two times his next highest paid executive.	0	1	0	0	0	0	1
		Excessive potential remuneration under the grant	0	1	0	0	0	0	1
	Stock Option Plan								
		No Stated Reason	31	0	0	0	3	0	34
		No ESG metrics in performance hurdle - share price hurdle.	0	0	0	0	1	0	1
		Ad hoc awards; Disclosure of EIP limits, poorly structured rem arrangements.	0	0	0	0	1	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting.	0	1	0	0	0	0	1
		Includes Executives and Directors as potential beneficiaries.	0	0	0	0	1	0	1
M&A			24	0	0	0	0	0	24

Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
Divestiture/Spin-off								
	No Stated Reason	5	0	0	0	0	0	5
Merger/Acquisition								
	No Stated Reason	11	0	0	0	0	0	11
Misc. Proposal Regarding Restructuring								
	No Stated Reason	2	0	0	0	0	0	2
Restructuring/Capitalization								
	No Stated Reason	6	0	0	0	0	0	6
		40	5	0	0	1	0	46
Approval of Political Donation								
	No Stated Reason	0	2	0	0	0	0	2
Management Proposal on Say on Climate								
	Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay next say on climate							1
	Divestiture/Spin-off Merger/Acquisition Misc. Proposal Regarding Restructuring Restructuring/Capitalization Approval of Political Donation Management Proposal on Say	Divestiture/Spin-off No Stated Reason Merger/Acquisition No Stated Reason Misc. Proposal Regarding Restructuring No Stated Reason Restructuring/Capitalization No Stated Reason Approval of Political Donation No Stated Reason Management Proposal on Say on Climate Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay	Issue Short Text Rationale Reason Management Divestiture/Spin-off No Stated Reason 5 Merger/Acquisition No Stated Reason 11 Misc. Proposal Regarding Restructuring No Stated Reason 2 Restructuring/Capitalization No Stated Reason 6 Approval of Political Donation No Stated Reason 0 Management Proposal on Say on Climate Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay next say on climate	Issue Short Text Rationale Reason Management Divestiture/Spin-off No Stated Reason 5 0 Merger/Acquisition No Stated Reason 11 0 Misc. Proposal Regarding Restructuring No Stated Reason 2 0 Restructuring/Capitalization No Stated Reason 6 0 Restructuring/Capitalization No Stated Reason 6 0 Approval of Political Donation No Stated Reason 0 2 Management Proposal on Say on Climate Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay next say on climate	Issue Short Text Rationale Reason Management Management Action	Divestiture/Spin-off	Issue Short Text Rationale Reason Management Management Action Unvoted N/A Divestiture/Spin-off No Stated Reason 5 0 0 0 0 0 Merger/Acquisition No Stated Reason 11 0 0 0 0 0 Misc. Proposal Regarding Restructuring No Stated Reason 2 0 0 0 0 0 Restructuring/Capitalization No Stated Reason 6 0 0 0 0 0 Restructuring/Capitalization No Stated Reason 0 2 0 0 0 1 Approval of Political Donation No Stated Reason 0 2 0 0 0 0 Management Proposal on Say on Climate Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay next say on climate	Issue Short Text Rationale Reason Management Management Action Unvoted N/A Mixed Divestiture/Spin-off No Stated Reason 5 0 0 0 0 0 0 0 Merger/Acquisition No Stated Reason 11 0 0 0 0 0 0 0 Misc. Proposal Regarding Restructuring No Stated Reason 2 0 0 0 0 0 0 Restructuring/Capitalization No Stated Reason 6 0 0 0 0 0 0 Approval of Political Donation No Stated Reason 0 2 0 0 0 0 0 0 Approval of Political Donation Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay next say on climate

Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		This is a Say-On-							
		Climate Proposal.							
		Going forward we							
		would ideally like to							
		see more ambition							
		with their							
		decarbonisation							
		pathway and							
		interim targets							
		being set. The							
		company also does							
		not meet a number							
		of criteria according							
		to Climate Action							
		100+ with respect to							
		it's capital							
		alignment and							
		transition pathway							
		initiative.	0	1	0	0	0	0	1
		The Company's							
		transition plan looks							
		borderline							
		acceptable.							
		However, given							
		ongoing fossil fuel							
		exploration we have							
		decided to vote	0	4	0	0	0	0	
		against.	0	1	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
	Renew Proportional Takeover								
	Provisions								
				_		_		_	
		No Stated Reason	39	0	0	0	1	0	40
SHP: Environment			6	13	0	0	0	0	19
	SHP Regarding Climate Lobbying								
		No Stated Reason	0	3	0	0	0	0	3
	SHP Regarding Misc. Environmental Issue								

We think this is a reasonable proposal, particularly in light of Origin's decision to sell its rights in the Beetaloo Basin to Tamboran Resources. 0 1 0 0 0 0 1

SHP Regarding Report/Action on Climate Change

The bank has taken a variety of steps to mitigate its climate risk exposure, including setting Paris-aligned GHG emissions reduction targets, providing board-level oversight of climaterelated risks, and taking steps to restrict its exposure to thermal coal, oil and gas, power generation, aluminum, cement, and steel. Additionally, the Company has joined the Net-Zero Banking Alliance, and states that it will not directly finance any new or expanded coal-fired power stations and will phase out existing exposures by 2030, and that it will no longer bank any new business customers that have material thermal coal exposure. The Company also states that it is continuing to engage with 100

of its highest emitting customers to encourage them to, by the end of 2024, strengthen their low-carbon transition plans and enhance their efforts to protect biodiversity. The bank has also committed to funding and facilitating at least \$50 billion by 2025 towards sustainable solutions for its customers, including initiatives that help improve environmental sustainability, support disaster resilience, increase access to affordable housing, and promote financial well-being. Further, the bank states that it will no longer onboard new energy customers for upstream oil and gas unless they have a Paris-aligned transition plan, and existing customers are also expected to have a Paris-aligned transition plan in nlace by 2025

place by 2025.							
These actions							
demonstrate							
attention and							
responsiveness to							
climate change-							
related matters.	2	0	0	0	0	0	2
No Stated Reason	0	6	0	0	0	0	6

The bank has taken a variety of steps to mitigate its climate risk exposure, including setting a science-based GHG emissions reduction target for its own operations, providing boardlevel oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal-fired power generation and mining. Further, as a CCCA member, the bank has set and published sectorspecific targets for aligning its portfolio with a well-below 2 degrees scenario and striving for 1.5°C trajectory, based on scientific climate scenarios. Given the above, as well as the banks existing disclosures and policies concerning its climate-related risks and its demonstrated responsiveness to this issue, including its science-based **GHG** reduction target and its enhanced thermal coal financing policies, we do not believe that adoption of this proposal is warranted at this

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time. The company needs to explain how its ambitious growth strategy aligns with Santos recognition of the scientific consensus on climate change and its support of the objective of the Paris Agreement to limit global temperature rise by 2100 to less than 2 degrees Celsius and pursue efforts to limit the temperature rise to 1.5 degrees Celsius above pre-industrial levels. 0 2 0 0 0 0 2

The bank has taken a variety of steps to mitigate its climate risk exposure, including setting **GHG** emissions reduction targets for its Scope 1, 2, and 3 emissions, providing boardlevel oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal mines, metallurgical coal mines, and oil and gas projects, as well as only considering directly financing greenfield oil and gas projects that are in accordance with the IEA's Net-Zero by 2050 scenario. Additionally, the

Company has set interim 2030 sector decarbonisation targets for a number of emissions-intensive sectors in its portfolio including upstream oil and gas, thermal coal mining, power generation, cement production, and Australian commercial real estate (large customers with office properties). Further, in July 2022, the Company joined the Net-Zero Banking Alliance ("NZBA") and has committed to aligning its lending portfolios with netzero emissions by 2050, consistent with a 1.5°C pathway, in accordance with NZBA. This year, the bank also updated its climate change position statement and action plan and has committed to reviewing its position statement annually, or as needed, so it remains relevant and aligned with the banks ambition to become a net-zero, climate-resilient

bank.

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Issue Code Category	Issue Short Text	Rationale Reason	With Management	Against Management	Take No Action	Unvoted	N/A	Mixed	Total
		While the wording of the resolution							
		isn't perfect we are inclined to support							
		until Woodside comes up with a							
		coherent							
		explanation of its energy transition							
		plan.	0	1	0	0	0	0	1
SHP: Governance			0	17	0	0	0	0	17
	SHP Regarding Election of Dissident Board Member(s)								
		Not in shareholders" best							
		interests	0	1	0	0	0	0	1
	SHP Regarding Facilitation of Shareholder Proposals								

			With	Against	Take No				
ssue Code Category	Issue Short Text	Rationale Reason	Management	Management	Action	Unvoted	N/A	Mixed	Total
		Vision Super							
		supports resolutions							
		proposing a change							
		to company							
		constitutions to							
		allow non-binding							
		resolutions to be							
		put forward to							
		company meetings.							
		This is on the							
		grounds that no							
		viable alternative							
		method for allowing							
		shareholder ballots							
		has been actively							
		proposed since 2016							
		when the courts							
		ruled against							
		shareholders with							
		less than 5% of the							
		register putting							
		forward such							
		resolutions. Vision							
		Super acknowledges							
		there are better							
		solutions to address							
		this issue and is in							
		favour of a superior							
		alternative when it							
		becomes available.	0	6	0	0	0	0	6
		No Stated Reason	0	3	0	0	0	0	3
		The shareholder							
		proposal process is							
		best facilitated							
		through regulatory							
		changes.	0	4	0	0	0	0	4

Vision Super supports resolutions proposing a change to company constitutions to allow non-binding resolutions to be put forward to company meetings. This is on the grounds that no viable alternative method for allowing shareholder ballots has been actively proposed since 2016 when the courts ruled against shareholders with less than 5% of the register putting forward such resolutions.

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Vision Super supports resolutions proposing a change to company constitutions to allow non-binding resolutions to be put forward to company meetings. This is on the grounds that no viable alternative method for allowing shareholder ballots has been actively proposed since 2016 when the courts ruled against shareholders with less than 5% of the register putting forward such resolutions. In the UK and the US, shareholders can propose non-

binding resolutions which do not compel the company to act but do create the opportunity for both public and private dialogue with shareholders on ESG issues. While changing company constitutions is not ideal, a signal needs to be sent to companies that this issue needs to be addressed. Vision Super acknowledges there are better solutions to address this issue and is in favour of a superior alternative when it becomes available. Vision Super acknowledges the need for a reasonable hurdle (5% or 100 shareholders for example) for shareholder resolutions to be accepted, in order for general meetings to avoid the potential to be swamped by individual shareholder

resolutions.

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SHP Regarding Misc. Social Issue

SHP: Social

			With	Against	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Management	Management	Action	Unvoted	N/A	Mixed	Total
		We think this is a							
		reasonable							
		proposal,							
		particularly in light							
		of Origin's decision							
		to sell its rights in							
		the Beetaloo Basin							
		to Tamboran							
		Resources.	0	1	0	0	0	0	1
	SHP Regarding Reporting on								
	Company's Compliance with In								
		We think this is a							
		reasonable							
		proposal,							
		particularly in light							
		of Origin's decision							
		to sell its rights in							
		the Beetaloo Basin							
		to Tamboran							
		Resources.	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
Total for all Categories			1624	257	0	0	0	0	0	1881
Audit/Financials			31	1	0	0	0	0	0	32
	Appointment of Auditor									
		No Stated Reason	21	0	0	0	0	0	0	21
		The auditor tenure is too long.	1	0	0	0	0	0	0	1
		tenure not disclosed	0	1	0	0	0	0	0	1
	Appointment of Auditor and Authority to Set Fees									

No Stated Reason 1	0 0 0 0 0 0 0 0	;
Authority to Set Auditor's Fees No Stated Reason 2 0 0 0 0 0 Bonus Dividend/Bonus Share Issue No Stated Reason 1 0 0 0 0 0 Financial Statements Insufficient information provided 1 0 0 0 0 0 No Stated Reason 4 0 0 0 0 0 Board Related No Stated Reason 4 0 0 0 0 0 Board Related No Stated Reason 9 2 0 0 0 0 Board Spill No Stated Reason 9 2 0 0 0 0 Board Related No Stated Reason 9 1 0 0 0 0 0 Board Related No Stated Reason 9 0 0 0 0 0 Board Related No Stated Reason 9 0 0 0 0 0 Board Related No Stated Reason 9 0 0 0 0 0	0 0 0 0 0 0	:
Bonus Dividend/Bonus Share Issue	0 0 0 0 0 0	:
Insufficient information provided 1	0 0	· <u>·</u>
Insufficient Insufficient Information provided 1	0 0	· <u>·</u>
Insufficient information provided 1 0 0 0 0 0 0 0 0 0	0 0	
Information provided 1 0 0 0 0 0 0 0 0 0	0 0	
Board Related No Stated Reason 9 2 0 0 0		
Board Spill No Stated Reason 9 2 0 0 0 0 Board has paid insufficient attention to rem vote against in 2021. 0 1 0 0 0		
No Stated Reason 9 2 0 0 0 0 Board has paid insufficient attention to rem vote against in 2021. 0 1 0 0 0	0 0	842
Board has paid insufficient attention to rem vote against in 2021. 0 1 0 0 0		
insufficient attention to rem vote against in 2021. 0 1 0 0 0	0 0	1:
	0 0	:
should be tested where the Rem report fails to attract sufficient support and we are ourselves have voted against the rem report. 0 2 0 0 0	0 0	
Given we have voted against the remuneration report, we are in favour of a spill. 0 2 0 0 0	0 0	
Election of Directors		
No Stated Reason 640 9 0 0 0		649

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against	Manual	Take No Action	Unvoted	N/A	Mixed	Total
issue code Category	issue short Text	Insufficient board	Policy	Policy	ivianuai	Action	Unvoted	N/A	IVIIXEG	TOTAL
		gender diversity. The								
		Chair has also been on								
		the board for 16 years.	0	1	0	0	0	0	0	1
		Insufficient board	0	1	0	0	0	0	0	4
		gender diversity.	0	1	0	0	0	0	0	1
		Insufficient gender diversity on Board	0	2	0	0	0	0	0	2
		Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public								
		company boards.	12	0	0	0	0	0	0	12
		There is insufficient female representation on the board of directors.	35	0	0	0	0	0	0	35
		There is insufficient female representation on the board of directors. Average board tenure is excessive, with insufficient new membership in the past 5 years.	1	0	0	0	0	0	0	1
		Excessive tenure There is insufficient female representation on the board of directors. Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public	0	10	0	0	0	0	0	10
		company boards.	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
		Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	1	0	0	0	0	0	0	1
		Vote against the company chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. There is insufficient female representation on the board of directors.	1	0	0	0	0	0	0	1
		Chair of noms committee - Insufficient Board diversity	0	1	0	0	0	0	0	1
		Insufficient gender diversity on the Board	0	2	0	0	0	0	0	2
		Insufficient gender diversity.	1	1	0	0	0	0	0	2
		The Chair has been on the the board for 14 years.	0	1	0	0	0	0	0	1
		Concerns about gender diversity on the Board	0	1	0	0	0	0	0	1
		The CEO has been on the board for 15 years.	0	1	0	0	0	0	0	1
		Vote against the company chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	2	0	0	0	0	0	0	2

			With	Against		Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Policy	Policy	Manual	Action	Unvoted	N/A	Mixed	Total
		Nominee sits on more								
		than two public								
		company boards while								
		being an executive of a								
		public company.								
		However, he owns more than 30% of								
		company shares and as								
		such is entitled to a								
		Board position in our								
		view.	0	1	0	0	0	0	0	1
		Insufficient gender								
		diversity	0	1	0	0	0	0	Λ	1
						•		-	-	
		Board is not sufficiently independent	5	0	0	0	0	0	0	5
			3	U	U	U	U	U	U	э
		Affiliate/Insider on								
		audit committee; Board is not sufficiently								
		independent	1	0	0	0	0	0	Λ	1
				- 0	0	0	0	0	-	
		Insufficient gender diversity on Board and								
		Klemann chairs Noms								
		Committee.	0	1	0	0	0	0	0	1
		Other compensation								
		issues	1	0	0	0	0		0	1
				•		•	•	0	0	
		Related party transactions;								
		Insufficient board								
		gender diversity	1	0	0	0	0	0	0 0 0 0	1
		Insufficient Board								
		diversity	0	1	0	0	0	0	0	1
		· · · · · · · · · · · · · · · · · · ·							0 0 0 0 0 0	
		Serves on too many boards.	0	1	0	0	0	0	0	1
			U	1	U	0	U	U	U	
		Vote against the								
		company chair when the company is a UNGC								
		participant or signatory								
		OR the Human Rights								
		Policy does not align								
		with UNDHR.	2	0	0	0	0	0	0	2
		Poor remuneration								
		structure; Insufficient								
		board gender diversity	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 governance issue	3	0	0	0	0	0	0	3
		The Chair has been on								
		the board for 18 years.	0	2	0	0	0	0	0	2
		Affiliate/Insider on audit committee; Allows executive on audit comittee; Insufficient audit committee independence; No financial expert; Related party								
		transactions	1	0	0	0	0	0	0	1
		CEO of the highest GHG emissions company out of top 100 US Oil and Gas companies according to ERM. Hilcorp is also identified as being the highest contributor of methane emissions in the ERM report.	0	1	0	0	0	0	0	1
		The director has been								
		on the board for 13 years.	0	5	0	0	0	0	0	5
		Other unique issue	1	0	0	0	0	0	0	1
		Board is not sufficiently independent; Related party transactions	2	0	0	0	0	0	0	2
		The CFO is available to present to the Board at any time.	0	2	0	0	0	0	0	2
		Chair of rem committee which put in place the growth incentive	0	2	0	0	0	0	0	2

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against	Manual	Take No Action	Unvoted	N/A	Mixed	Total
issue code category	issue siloit reat	Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy	2	0	0	0	0	0	0	2
		Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards.	1	0	0	0	0	0	0	1
		Gender board diversity is ~14.3%. Director Reitzer is also the Chair of the Nominee Committee.	0	1	0	0	0	0	0	1
		Gender board diversity in ~14.3%. Director Mountford sits on the Nominee Committee.	0	1	0	0	0	0	0	1
		The director sits on the nominee committee where percentage of gender diversity on board is 12.5%.	0	1	0	0	0	0	0	1
		Vote against the company chair or audit committee chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	1	0	0	0	0	0	0	1
		Insufficient gender diversity. Company does not report to CDP or SASB.	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
interest the same same same same same same same sam	LISE SHOW LEAD	There is insufficient gender diversity on the board of directors.	1	0	0	0	0	0	0	1
		We have lost faith in the board's ability to articulate and prosecute a coherent strategy. In particular the Directors on the Sustainability Committee must take responsibility in our view. See our investor statement here https://www.accr.org.au/news/members %E2%80%99-statements-relating-to-the-re-election-of-directors-to-the-woodside-energy-board/	1	2	0	0	0	0	0	3
		Serves on too many boards	2	0	0	0	0	0	0	2
	Election of Non-Management Nominee									
		Director Mayne is not a current board member and basically nominated himself up for election. We generally do not support the election of any person as a director of an ASX-listed company whose agenda is restricted to a single (or even several) issue's. We view directors are there on behalf of shareholders to deal with all issues expected of a public company director.	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
and the same same group	Indemnification of Directors/Officers		,					.,.		
		No Stated Reason	2	0	0	0	0	0	0	2
	Post-Employment /Severance Agreements									
		Excessive termination payments	1	0	0	0	0	0	0	1
		No Stated Reason	19	0	0	0	0	0	0	19
		In general we are against these proposals above what is allowed without approval by Corporations Law.	0	1	0	0	0	0	0	1
		Excessive termination benefits	1	0	0	0	0	0	0	
		We do not see that it is in shareholder interest to remunerate departing executives more than 12 months remuneration.	0	2	0	0	0	0	0	1
		Rationale based on recent and unproven transaction; Vesting in excess of ordinary annual entitlements	1	0	0	0	0	0	0	1
		We believe there is too much discretion here to award terminated Directors and management.	0	3	0	0	0	0	0	3
	Related Party Transactions									
		No Stated Reason	16	0	0	0	0	0	0	16

			With	Against		Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Policy		Manual	Action	Unvoted	N/A	Mixed	Total
		Such transactions may								
		create conflicts for the								
		directors as they may								
		be forced to weigh								
		their own interests in								
		relation to shareholder								
		interests when making								
		board decisions. We								
		note that the								
		transactions under the								
		Marketing Services								
		Agreement with M								
		Resources Trading did								
		not require approval								
		under ASX Listing Rule								
		10.1, and hence, no								
		independent report on								
		their fairness was								
		provided to								
		shareholders.	0	1	0	0	0	0	0	1
Capital Management			37	2	0	0	0	0	0	39
	Authority to Issue Shares w/ Preemptive Rights									
		No Stated Reason	8	0	0	0	0	0	0	8
	Authority to Repurchase Preferred Shares									
		No Stated Reason	2	0	0	0	0	0	0	2
	Authority to Repurchase Shares									
		No Stated Reason	3	0	0	0	0	0	0	3
		Stated Neuson		0	3	0	<u> </u>	<u> </u>		
	Cancellation of Authorized Stock									
		No Stated Reason	3	0	0	0	0	0	0	3
	Issuance of Stock w/ or w/out Preemptive Rights									
		No Stated Reason	20	2	0	0	0	0	0	22

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
						7.00.0				
	Reverse Stock Split									
		No Stated Reason	1	0	0	0	0	0	0	1
Changes to Company										
Statutes			67	2	0	0	0	0	0	69
	Adoption of New Articles									
		No Stated Reason	5	0	0	0	0	0	0	5
		Virtual meetings	3	0	0	0	0	0	0	3
		Allows for virtual only AGM's.	0	1	0	0	0	0	0	1
		We do not support virtual meetings. Hybrid meetings are a better alternative as it allows shareholders the ability to participate in person or								
		by virtual means.	1	0	0	0	0	0	0	1
	Amend Articles, Constitution Bylaws - Bundled	,								
		No Stated Reason	23	0	0	0	0	0	0	23
		Virtual meetings	4	0	0	0	0	0	0	4
		Company could hold virtual meetings only even where physical/hybrid meetings practical.	2	0	0	0	0	0	0	2
		meetings practical.		0	0	0	0	U	0	
		See 10.B	2	0	0	0	0	0	0	2
		Allows for virtual only AGM's.	0	1	0	0	0	0	0	1
	Amendments to Articles (Technical)									
		No Stated Reason	8	0	0	0	0	0	0	8

ssue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Amendments to Articles, Constitution, Bylaws									
		No Stated Reason	12	0	0	0	0	0	0	12
		Not in shareholders"								
		interest	1	0	0	0	0	0	0	1
		Virtual meetings - Constitution should state that physical meetings will take place where possible, ideally alongside virtual. This change allows for virtual only meetings irrespective which may result in limiting shareholders								
		ability to field questions.	1	0	0	0	0	0	0	1
		44608.01.01								
		Virtual meetings	1	0	0	0	0	0	0	1
	Company Name Change									
		No Stated Reason	1	0	0	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover Devices									
		No Stated Reason	3	0	0	0	0	0	0	3
Compensation			626	165	0	0	0	0	0	791
	Amendment to Stock Option Plan									
		No Stated Reason	3	0	0	0	0	0	0	3
	Directors' Fees									
		Excessive increase in								
		сар	0	1	0	0	0	0	0	1
		No Stated Reason	7	0	0	0	0	0	0	7
			•							

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
		Increase not justified	1	0	0	0	0	0	0	1
	Directors' Stock Option Plan									
		No Stated Reason	3	0	0	0	0	0	0	3
	Misc. Proposal Regarding Compensation									
		Not in shareholders interest	1	0	0	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)									
		No Stated Reason	37	0	0	0	0	0	0	37
		Not in shareholders" interest	1	0	0	0	0	0	0	1
		Increase is excessive.	0	1	0	0	0	0	0	1
		Large increase	2	1	0	0	0	0	0	3
		Excessive increase	0	1	0	0	0	0	0	1
	Remuneration Report (Retrospective)									
		No Stated Reason	164	3	0	0	0	0	0	167
		Excessive relative CEO pay. Single metric used for LTIP.	0	1	0	0	0	0	0	1
		The CEO has excessive remuneration in comparison to other executives. Their remuneration also has negative features around high fixed remuneration, single metric, adjustment to LTI outcomes and no executive shareholder guidelines.	0	1	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
The sour sureport	issue short reac	Share price hurdle; High fixed remuneration; Disclosure of STI terms, no ESG metrics in performance pay.	0	1	0	0	0	0	0	1
		Focus on short-term performance; Short vesting period; Ad hoc bonuses	1	0	0	0	0	0	0	1
		STI outcomes and upward discretion	1	0	0	0	0	0	0	1
		Upward discretion (STI); Fatality	1	0	0	0	0	0	0	1
		Poor disclosure of STI terms; Single metric; Ad hoc awards	1	0	0	0	0	0	0	1
		Insufficient alignment on rem package but first year listed.	0	1	0	0	0	0	0	1
		The CEO makes more than two times his next highest paid executive.	0	2	0	0	0	0	0	2
		Only one short term performance metric. NPAT may also encourage aggressive tax practices as a stand alone measure.	0	1	0	0	0	0	0	1
		Ad hoc awards; Poor overall disclosure	1	0	0	0	0	0	0	1
		Th MD/CEO made more than three times his next highest paid executive.	0	1	0	0	0	0	0	1
		STI's are potentially larger than LTI's	0	1	0	0	0	0	0	1
		Same metric for STI and LTI; Single metric (FY2023)	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
		Excessive CEO remuneration vs other executives.	0	1	0	0	0	0	0	1
		Excessive remuneration of other Executives	0	1	0	0	0	0	0	1
		Quantum of ED/CEOs" fixed remuneration; Misalignment with short term shareholder	0						0	
		return	1	0	0	0	0	0	0	1
		Excessive CEO pay relative to other executives.	0	3	0	0	0	0	0	3
		Increase is excessive; Short performance period	1	0	0	0	0	0	0	1
		Excessive CEO remuneration cf other executives.	0	3	0	0	0	0	0	3
		CEO gets paid more than twice next most highly paid executive.	0	2	0	0	0	0	0	2
		Excessive remuneration compared to other executives.	0	2	0	0	0	0	0	2
		Excessive remuneration	0	11	0	0	0	0	0	11
		Discretion on vesting	1	0	0	0	0	0	0	1
		Failure to incentivize mitigation of material environmental risks.	1	0	0	0	0	0	0	1
		Excessive CEO remuneration, ROIC target lowered despite increase in risk free	0	2	0	2	0	0	0	2
		rate.	0	3	0	0	0	0	0	3
		The MD/CEO is getting paid excessively.	0	1	0	0	0	0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against	Manual	Take No Action	Unvoted	N/A	Mixed	Total
issue code Category	issue SHOIL TEXL	Single metrics, disclosure of STI and LTI target and no executive share ownership guidelines.	0	1	0	0	Onvoted	0	0	1
		CEO excessive remuneration compared to other Executives.	0	1	0	0	0	0	0	1
		Uncapped cash bonuses; Short-term focus	1	0	0	0	0	0	0	1
		Excessive CEO rem vs other key exec.	0	1	0	0	0	0	0	1
		Large increase in fixed remuneration; Discretion over STI outcomes	2	0	0	0	0	0	0	2
		The Managing Director/CEO makes more than two times his next highest paid executive. There are also concerns around disclosure of targets and the Board's discretion on Short Term Incentives.	1	0	0	0	0	0	0	1
		insufficient disclosure on STI and a single metric LLTI. CEO paid excessively compared to other executives.	0	1	0	0	0	0	0	1
		Change of control provision; High fixed remuneration; Short performance period for LTIP	0	1	0	0	0	0	0	1
		CEO gets more than 2x next most highly paid	0	2	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
issue coue category	issue silore real	Quantum of CEO's fixed remuneration No performance hurdles	· oney	· oney		- redicii	- Cirroteu	,	·······································	
		Short vesting period	0	1	0	0	0	0	0	1
		CEO remuneration is excessive relative to other executives.	0	1	0	0	0	0	0	1
		High fixed remuneration, single metric (FY2022), relative TSR comparator group and lack of disclosure of STI.	0	2	0	0	0	0	0	2
		Increase in CEO pay, exclusion of net losses on leases from npat calculation for bonuses.	0	1		0	0	0	0	1
		The Managing Director/CEO make more than two times his next highest paid executive. Furthermore, the company's remuneration features a number of negative items relating to same metrics for STI and LTI, change of control provisions - automatic vesting, fair value methodology and no executive share ownership guidelines.	0			0		0	0	1
		Poor remuneration structure, excessive CEO pay versus other	0	a	0	^	0	0	0	4
		executives.	0	1	0	0	0	0	0	1
		No tie between compensation and sustainability.	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
		The Managing Director makes more than two times his next highest paid executive.	0	1	0	0	0	0	0	1
		STI outcomes poorly justified	1	0	0	0	0	0	0	1
		The Managing Director/CEO makes more than two times his next highest paid executive.	0	6	0	0	0	0	0	6
		Combined scheme - short-term focus; High fixed remuneration	1	0	0	0	0	0	0	1
		Retention bonus; Large focus on STI; High fixed remuneration	1	0	0	0	0	0	0	1
		Short term Incentives are greater than long term incentives at maximum payout. As long term investors we believe this is a misalignment with our interests.	0	1	0	0	0	0	0	1
		The MD/CEO makes more than two times his next highest paid executive.	0	1	0	0	0	0	0	1
		CEO pay excessive vs other key exec.	0	1	0	0	0	0	0	1

Laura Carda Catanana	Laure Chart Tark	Dationals Dances	With	Against	N. A.	Take No	Ussand	21/2	N A toward	T-4-1
Issue Code Category	Issue Short Text	Rationale Reason The Managing Director/CEO make more than two times his next highest paid executive. The company's remuneration also features a number of negative aspects relating to high fixed remuneration, all- inclusive comparator	Policy	-	Manual	Action	Unvoted	N/A	Mixed	Total
		group, share price hurdle as a single metric (For FY2022) and cliff vesting (For FY2022).	0	1	0	0	0	0	0	1
		Excessive CEO remuneration cf other executives	0	1	0	0	0	0	0	1
		Remuneration structure is highly adhoc and does not display sufficient efforts to align executive pay with company performance. There is also poor overall disclosure.	0	1	0	0	0	0	0	1
		Excessive CEO pay relative to other executives	0	1	0	0	0	0	0	1
		Quantum of CEO"s remuneration; Short performance period; Inadequate response to shareholders" concerns	1	0	0	0	0	0	0	1
		Single metric; Retests performance targets/reprices options; Vesting for performance below the median	0	1	0	0	0	0	0	1

			With	Against		Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Policy	Policy	Manual	Action	Unvoted	N/A	Mixed	Total
		High fixed								
		remuneration; Quantum of STI paid	1	0	0	0	0	0	0	1
		Quantum of 511 paid		0	0		-			
		Poor disclosure	1	0	0	0	0	0	0	1
		Excessive CEO pay vs								
		other execs and peers								
		and for poor	0	1	0	0	0	0	0	1
		performance	0	1	0	0	0	0	0	1
		No LTI plan; STI disclosure	1	0	0	0	0	0	0	1
			1	0	0	0	0	0	0	1
		Poor overall structure								
		and the company has no formal LTI plan and								
		high increase in fixed								
		remuneration.	0	1	0	0	0	0	0	1
		Single metric	2	0	0	0	0	0	0	2
		Concerns around same								
		metric under STI and								
		LTI and relative TSR						•		_
		peer group.	0	1	0	0	0	0	0	1
		Short performance								
		period for LTIP; No performance targets	1	0	0	0	0	0	0	1
				- 0		0			0	
		STI Scorecard assessment: FCF								
		measure	1	0	0	0	0	0	0	1
		The Managing Director								
		makes more than two								
		times his next highest								
		paid executive.								
		Concerns also around								
		se single metrics,								
		quantum of STI bonus	0	2	0	0	0	0	0	•
		and STIP disclosure.	0	2	0	0	U	0	0	2
		Disclosure of STI; High fixed remuneration;								
		Absolute TSR hurdle	1	0	0	0	0	0	0	1
		Short performance	-	0	3		<u> </u>	<u> </u>		
		period (FY2023 LTI);								
		Single metric (FY2023								
		LTI)	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 compensation structure/performance conditions; Poor overall compensation disclosure; NED option grants	0	1		0	0	0	0	1
		Excessive CEO remuneration compared to other executives	0	1	0	0	0	0	0	1
		High fixed remuneration; Relative TSR peer group	0	1	0	0	0	0	0	1
		Excessive CEO remuneration	0	1	0	0	0	0	0	1
		Against - CEO got more than 2x next most highly paid executive	0	1	0	0	0	0	0	1
		The Managing Director/CEO makes more than two times his only other executive.	0	2	0	0	0	0	0	2
		The managing Director/CEO is getting paid excessive amounts in comparison to the CFO. There are also high fixed elements and use of relative TSR hurdle as a single metric.	0	1	0	0	0	0	0	1
		Single absolute TSR hurdle; Short vesting period; Poor disclosure of STI and LTI terms	0	1	0	0	0	0	0	1
		Quantum of CEO''s fixed pay; One-off equity grant	1	0	0	0	0	0	0	1
		equity grant			- 0		<u> </u>	<u> </u>	<u>_</u>	

			With	Against		Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Policy	Policy	Manual	Action	Unvoted	N/A	Mixed	Total
		Negative aspects								
		concerning high fixed								
		remuneration, relative								
		TSR as a single metric								
		and peer group,								
		disclosure of STI terms,								
		no executive share								
		ownership guidelines.								
		The CEO is also paid								
		excessively in								
		comparison to his next	0	2	0	0	0	0	0	•
		highest paid executive.	0		0	0	0	0	0	2
		Relative TSR as a Single								
		Metric and the CEO is								
		getting paid more than								
		two times his next	0	2	0	0	0	0	0	•
		highest paid executive.	0	2	0	0	0	0	0	2
		Lack of disclosure								
		around STI.	0	1	0	0	0	0	0	1
		Excessive CEO								
		remuneration vs other								
		executives	0	1	0	0	0	0	0	1
		The CEO has excessive								
		remuneration in								
		comparison to other								
		executives.	0	1	0	0	0	0	0	1
		Concerns around								
		production growth								
		target, high fixed								
		remuneration and cliff								
		vesting.	0	1	0	0	0	0	0	1
		Ad hoc cash awards;								
		Termination								
		arrangements	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
		We note the poor share price of the company relative to its peers. In our view the remuneration structure is not leading to an optimal strategy for shareholder returns. In addition CEO remuneration is excessive relative to the rest of the C-Suite.	0	2	0	0	0	0	0	2
		Excessive STI award; Single metric; Quantum of the MD/CEO"s fixed remuneration. Furthermore, the Managing Director/CEO makes more than tow times his next highest paid executive.	1	0	0	0	0	0	0	1
		High fixed remuneration; Single metric for STIP and EIP; Disclosure of EIP and STI terms; Lower LTI targets for FY2023; Material LTI vesting at threshold level	1	0	0	0	0	0	0	1
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives.	1	0	0	0	0	0	0	1
		Concerns around single metrics being applied and the Managing Director makes more than two times his next highest paid executive.	0	1	0	0	0	0	0	1

			With	Against		Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Policy	Policy	Manual	Action	Unvoted	N/A	Mixed	Total
		Ad-hoc awards; Large increase in fixed								
		remuneration	1	0	0	0	0	0	0	1
		Inappropriate uplift in								
		fixed pay, lack of								
		transparency on STI.	0	1	0	0	0	0	0	1
		Upfront equity grant for the MD/CEO, single								
		metric (LTVR) and high								
		increase in fixed								
		remuneration.	1	0	0	0	0	0	0	1
		High increase in fixed								
		remuneration and single metric for STIP								
		and LTIP.	0	1	0	0	0	0	0	1
		Disclosure of LTI								
		outcomes	1	0	0	0	0	0	0	1
		Upward discretion;								
		Substantial increase in	4	0	0	0	0	0	0	
		opportunity	1	0	0	0	0	0	0	1
	Stock Option Grants									
		No Stated Reason	321	0	0	0	0	0	0	321
		No ESG metrics in								
		performance hurdle -		_						
		share price hurdle.	0	1	0	0	0	0	0	1
		Excessive LTI	0	1	0	0	0	0	0	1
		Excessive sign on	0	1	0	0	0	0	0	1
		Insufficient alignment								
		on rem package but	0	4	0	0	0	0	0	
		first year listed.	0	1	0	0	0	0	0	1
		See Rem report	0	1	0	0	0	0	0	1
		STI's are potentially								
		larger than LTI's	0	2	0	0	0	0	0	2
		Same metric for STI								
		and LTI; Single metric; Change of control								
		provisions	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
		Quantum of ED/CEOs" fixed remuneration; Misalignment with short term shareholder return.	0	2	0	0	0	0	0	2
		Excessive CEO pay relative to other executives.	0	7		0	0	0	0	7
		Short performance period	1	0	0	0	0	0	0	1
		See rem report	0	3	0	0	0	0	0	3
		The MD/CEO is getting paid excessively.	0	1	0	0	0	0	0	1
		Single Metric and disclosure of STI and LTI target.	0	1	0	0	0	0	0	1
		Change of control provision; High fixed remuneration; Short performance period for LTIP	0	3	0	0	0	0	0	3
		No performance targets Short vesting period	0	1	0	0	0	0	0	1
		High fixed remuneration, single metric (FY2022), relative TSR comparator group and lack of disclosure of STI.	0	4	0	0	0	0	0	4
		Concerns with the change of control provisions, same metric for STI and LTI and the use of a fair								
		value methodology.	0	1	0	0	0	0	0	1
		Absolute TSR hurdle	0	1	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
		We have voted against the remuneration policy and will abstain here as this is part of the same issue.	0	2	0	0	0	0	0	2
		Substantial award for	2	0	0	0	0	0	0	2
		unserved period Concerns on grounds structure and the quantum seems to be very high relative to TSR of peers.	0	1	0	0	0	0	0	1
		Short term and long term bonus structure should be enough to align CEO.	0	1	0	0	0	0	0	1
		The company's remuneration also features a number of negative aspects relating to high fixed remuneration, all-inclusive comparator group, share price hurdle as a single metric (For FY2022) and cliff vesting (For FY2022).	0	2	0	0	0	0	0	2
		Single metric; Retests performance targets/reprices options; Vesting for performance below the median	0	1	0	0	0	0	0	1
		Concerns around same metric under STI and LTI and relative TSR peer group.	0	1	0	0	0	0	0	1
		Excessive retention award	0	3		0	0	0	0	3
		Excessive taking into account concerns about REM.	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
		Short performance period; Single metric	1	0	0	0	0	0	0	1
		Poor compensation structure/performance conditions; Poor overall compensation disclosure; NED option								
		grants Excessive CEO remuneration compared to other executives	0	2	0	0	0	0	0	1
		Single absolute TSR hurdle; Short vesting period; Poor disclosure of STI and LTI terms	0	1	0	0	0	0	0	1
		One-off equity grant; Quantum of award; Lack of performance conditions	1	0	0	0	0	0	0	1
		Relative TSR as a Single Metric	0	2	0	0	0	0	0	2
		Excessive CEO pay vs other executives	0	1	0	0	0	0	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting. There is also insufficient disclosure of STI and LTI performance assessments.	0	2	0	0	0	0	0	2
		Disclosure of performance conditions and vesting schedules; Absolute TSR hurdle	1	0	0	0		0	0	1
		We are against some aspects of the bonus and in favour of others.	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
		Concerns regarding the quantum of the MD/CEO's STI								
		remuneration.	0	1	0	0	0	0	0	1
		Single metric; Lower LTI targets for FY2023; Material LTI vesting at threshold level	2	0	0	0	0	0	0	2
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives. We note also that the MD/CEO and CFO will be granted a one-off 2023 EE Grant, as a significant retention initiative, valued at 200% of fixed remuneration. We note that from FY2024/25 the MD/CEO and CFOs' LTI opportunity will be 100% and 40% of fixed remuneration respectively.	0	1	0	0	0	0	0	1
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives.	0	1	0	0	0	0	0	1
		Concerns around single metrics being applied.	0	1	0	0	0	0	0	1
		Except in special circumstances we will vote against retention bonuses.	0	1	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
		Quantum of proposed								
		grant; No performance hurdles	1	0	0	0	0	0	0	1
		High increase in fixed remuneration and single metric for STIP		4	0	0	0	0	0	
		and LTIP. The CEO makes more	0	1	0	0	0	0	0	1
		than two times his next highest paid executive.	0	1	0	0	0	0	0	1
		Excessive potential remuneration under the grant	0	1	0	0	0	0	0	1
	Stock Option Plan									
		No Stated Reason	34	0	0	0	0	0	0	34
		No ESG metrics in performance hurdle - share price hurdle.	0	1	0	0	0	0	0	1
		Ad hoc awards; Disclosure of EIP limits, poorly structured rem arrangements.	0	1		0	0	0	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting.	0	1	0	0	0	0	0	1
		Includes Executives and Directors as potential beneficiaries.	0	1	0	0	0	0	0	1
M&A		p	24	0	0	0	0	0	0	24
IVIXA	Divestiture/Spin-off		24	0	0	0	<u> </u>	<u> </u>	<u> </u>	
	2.000.000.000	No Stated Reason	5	0	0	0	0	0	0	5
	Merger/Acquisition									
		No Stated Reason	11	0	0	0	0	0	0	11

Issue Code Category	Issue Short Text	Rationale Reason	With Policy	Against Policy	Manual	Take No Action	Unvoted	N/A	Mixed	Total
	Misc. Proposal Regarding Restructuring									
		No Stated Reason	2	0	0	0	0	0	0	2
	Restructuring/Capitalization									
		No Stated Reason	6	0	0	0	0	0	0	6
Other			43	3	0	0	0	0	0	46
	Approval of Political Donation									
		No Stated Reason	2	0	0	0	0	0	0	2
	Management Proposal on Say on Climate									
		Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay next	0	4	0		2	•	•	
		say on climate to 2025 This is a Say-On- Climate Proposal. Going forward we would ideally like to see more ambition with their decarbonisation pathway and interim targets being set. The company also does not meet a number of criteria according to Climate Action 100+ with respect to it's capital alignment and transition pathway initiative.	0	1	0	0	0	0	0	1

		The Company's transition plan looks borderline acceptable. However, given ongoing fossil fuel exploration we have decided to vote								
		against.	0	1	0	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	0	1
	Renew Proportional Takeove Provisions	r								
		No Stated Reason	40	0	0	0	0	0	0	40
SHP: Environment			13	6	0	0	0	0	0	19
	SHP Regarding Climate Lobbying									
		No Stated Reason	3	0	0	0	0	0	0	3
	SHP Regarding Misc. Environmental Issue									
		We think this is a reasonable proposal, particularly in light of Origin's decision to sell its rights in the Beetaloo Basin to Tamboran Resources.	1	0	0	0	0	0	0	1
	SHP Regarding Report/Action		т	U	U	U	U	U	U	
	on Climate Change	•								
		The bank has taken a								

variety of steps to mitigate its climate risk exposure, including setting Paris-aligned GHG emissions reduction targets, providing board-level oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal, oil and gas, power generation, aluminum, cement, and steel.

Additionally, the Company has joined the Net-Zero Banking Alliance, and states that it will not directly finance any new or expanded coal-fired power stations and will phase out existing exposures by 2030, and that it will no longer bank any new business customers that have material thermal coal exposure. The Company also states that it is continuing to engage with 100 of its highest emitting customers to encourage them to, by the end of 2024, strengthen their lowcarbon transition plans and enhance their efforts to protect biodiversity. The bank has also committed to funding and facilitating at least \$50 billion by 2025 towards sustainable solutions for its customers, including initiatives that help improve environmental sustainability, support disaster resilience, increase access to affordable housing, and promote financial well-being. Further, the bank states that it will no longer onboard new energy customers for upstream oil and gas unless they have a Paris-aligned transition plan, and existing

customers are also expected to have a Paris-aligned transition plan in place by 2025. These actions demonstrate attention and responsiveness to climate change-related matters.	0	2	0	0	0	0	0	2
No Stated Reason	6	0	0	0	0	0	0	6

			VVICII	Agailist		Take NO				
Issue Code Category	Issue Short Text	Rationale Reason	Policy	Policy	Manual	Action	Unvoted	N/A	Mixed	Total
		The bank has taken a								
		variety of steps to								
		mitigate its climate risk								
		exposure, including								
		setting a science-based								
		GHG emissions								
		reduction target for its								
		own operations,								
		providing board-level								
		oversight of climate-								
		related risks, and								
		taking steps to restrict								
		its exposure to thermal								
		coal-fired power								
		generation and mining.								
		Further, as a CCCA								
		member, the bank has								
		set and published								
		sector-specific targets								
		for aligning its portfolio								
		with a well-below 2								
		degrees scenario and								
		striving for 1.5°C								
		trajectory, based on								
		scientific climate								
		scenarios. Given the								
		above, as well as the								
		banks existing								
		disclosures and policies								
		concerning its climate-								
		related risks and its								
		demonstrated								
		responsiveness to this								
		issue, including its								
		science-based GHG								
		reduction target and its								
		enhanced thermal coal								
		financing policies, we								
		do not believe that								
		adoption of this								
		proposal is warranted								
		at this time.	0	3	0	0	0	0	0	2
		מנ נוווס נוווופ.	U	3	U	U	U	U	U	3

With

Against

Take No

The company needs to explain how its ambitious growth strategy aligns with Santos recognition of the scientific consensus on climate change and its support of the objective of the Paris Agreement to limit global temperature rise by 2100 to less than 2 degrees Celsius and pursue efforts to limit the temperature rise to 1.5 degrees Celsius above pre-industrial levels.

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The bank has taken a variety of steps to mitigate its climate risk exposure, including setting GHG emissions reduction targets for its Scope 1, 2, and 3 emissions, providing board-level oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal mines, metallurgical coal mines, and oil and gas projects, as well as only considering directly financing greenfield oil and gas projects that are in accordance with the IEA's Net-Zero by 2050 scenario. Additionally, the Company has set interim 2030 sector decarbonisation targets for a number of emissions-intensive sectors in its portfolio including upstream oil and gas, thermal coal

	mining, power generation, cement production, and Australian commercial real estate (large customers with office properties). Further, in July 2022, the Company joined the Net-Zero Banking Alliance ("NZBA") and has committed to aligning its lending portfolios with net-zero emissions by 2050, consistent with a 1.5°C pathway, in accordance with NZBA. This year, the bank also updated its climate change position statement and action plan and has committed to reviewing its position statement annually, or as needed, so it remains relevant and aligned with the banks ambition to become a								
	net-zero, climate- resilient bank.	0	1	0	0	0	0	0	1
	While the wording of the resolution isn't perfect we are inclined to support until Woodside comes up with a coherent explanation of its energy transition plan.	1	0	0	0	0	0	0	1
SHP: Governance		5	12	0	0	0	0	0	17
SHP Regarding Election of Dissident Board Member(s)									
	Not in shareholders" best interests	1	0	0	0	0	0	0	1
SHP Regarding Facilitation of Shareholder Proposals									

			With	Against		Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Policy	Policy	Manual	Action	Unvoted	N/A	Mixed	Total
		Vision Super supports								
		resolutions proposing a								
		change to company								
		constitutions to allow								
		non-binding								
		resolutions to be put								
		forward to company								
		meetings. This is on the								
		grounds that no viable								
		alternative method for								
		allowing shareholder								
		ballots has been								
		actively proposed since								
		2016 when the courts								
		ruled against								
		shareholders with less								
		than 5% of the register								
		putting forward such								
		resolutions. Vision								
		Super acknowledges								
		there are better								
		solutions to address								
		this issue and is in								
		favour of a superior								
		alternative when it								
		becomes available.	0	6	0	0	0	0	0	6
		No Stated Reason	0	3	0	0	0	0	0	3
			U	3	U	U	U	U	U	3
		The shareholder								
		proposal process is								
		best facilitated through		•	_	_	•			_
		regulatory changes.	4	0	0	0	0	0	0	4

Vision Super supports resolutions proposing a change to company constitutions to allow non-binding resolutions to be put forward to company meetings. This is on the grounds that no viable alternative method for allowing shareholder ballots has been actively proposed since 2016 when the courts ruled against shareholders with less than 5% of the register putting forward such resolutions.

0 2 0 0 0 0 0

2

Vision Super supports resolutions proposing a change to company constitutions to allow non-binding resolutions to be put forward to company meetings. This is on the grounds that no viable alternative method for allowing shareholder ballots has been actively proposed since 2016 when the courts ruled against shareholders with less than 5% of the register putting forward such resolutions. In the UK and the US, shareholders can propose non-binding resolutions which do not compel the company to act but do create the opportunity for both public and private dialogue with shareholders on ESG issues. While changing

		company constitutions is not ideal, a signal needs to be sent to companies that this issue needs to be addressed. Vision Super acknowledges there are better solutions to address this issue and is in favour of a superior alternative when it becomes available. Vision Super acknowledges the need for a reasonable hurdle (5% or 100 shareholders for example) for shareholder resolutions to be accepted, in order for general meetings to avoid the potential to be swamped by individual shareholder								
		resolutions.	0	1	0	0	0	0	0	1
SHP: Social			2	0	0	0	0	0	0	2
	SHP Regarding Misc. Social Issue									
		We think this is a reasonable proposal, particularly in light of Origin's decision to sell its rights in the Beetaloo Basin to Tamboran Resources.	1	0	0	0	0	0	0	1
	SHP Regarding Reporting on Company's Compliance with I									
		We think this is a reasonable proposal, particularly in light of Origin's decision to sell its rights in the Beetaloo Basin to Tamboran Resources.	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
Total for all Categories			1548	333	0	0	0	0	1881
Audit/Financials			30	2	0	0	0	0	32
	Appointment of Auditor								
		No Stated Reason	21	0	0	0	0	0	21
		The auditor tenure is too long.	0	1	0	0	0	0	1
		tenure not disclosed	0	1	0	0	0	0	1
	Appointment of Auditor and Authority to Set Fees								
		No Stated Reason	1	0	0	0	0	0	1
	Authority to Set Auditor's Fees	S							
		No Stated Reason	2	0	0	0	0	0	2
	Bonus Dividend/Bonus Share Issue								
		No Stated Reason	1	0	0	0	0	0	1
	Financial Statements								
		Insufficient information provided	1	0	0	0	0	0	1
		No Stated Reason	4	0	0	0	0	0	4
Board Related			723	119	0	0	0	0	842
	Board Spill								

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
issue code category	issue shore reac	Nationale Reason	Glass Lewis	Lewis	Action	Onvoted	14/74	WIIACU	Total
		No Stated Reason	9	2	0	0	0	0	11
		Board has paid							
		insufficient							
		attention to rem							
		vote against in							
		2021.	0	1	0	0	0	0	1
		We believe Board							
		should be tested							
		where the Rem							
		report fails to							
		attract sufficient							
		support and we are							
		ourselves have							
		voted against the							
		rem report.	0	2	0	0	0	0	2
		Given we have							
		voted against the							
		remuneration							
		report, we are in							
		favour of a spill.	0	2	0	0	0	0	2
	Election of Directors								
		No Stated Reason	644	5	0	0	0	0	649
		Insufficient board							
		gender diversity.							
		The Chair has also							
		been on the board							
		for 16 years.	0	1	0	0	0	0	1
		Insufficient board							
		gender diversity.	0	1	0	0	0	0	1
		Insufficient gender							
		diversity on Board	0	2	0	0	0	0	2
		Nominee sits on							
		more than two							
		public company							
		boards while being							
		an executive of a							
		public company or							
		the nominee sits on							
		more than five							
		public company							
		boards.	2	10	0	0	0	0	12

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		There is insufficient female representation on the board of directors.	4	31	0	0	0	0	35
		There is insufficient female representation on the board of directors. Average board tenure is excessive, with insufficient new membership in		1	0	0	0	0	
		the past 5 years.	0	1	0	U	U	0	1
		Excessive tenure	0	10	0	0	0	0	10
		There is insufficient female representation on the board of directors. Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards.	1	3	0	0	0	0	4
		Company is a UNGC participant or signatory OR the Human Rights Policy does not align with				0			
		UNDHR.	0	1	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
		Vote against the company chair	Glass Lewis	LCWIS	Action				
		when the company							
		is not a UNGC							
		participant or signatory OR the							
		Human Rights Policy							
		does not align with							
		UNDHR. There is							
		insufficient female							
		representation on							
		the board of directors.	0	1	0	0	0	0	4
			0	1	U	U	U	U	1
		Chair of noms committee -							
		Insufficient Board							
		diversity	0	1	0	0	0	0	1
		Insufficient gender							
		diversity on the							
		Board	0	2	0	0	0	0	2
		Insufficient gender							
		diversity.	0	2	0	0	0	0	2
		The Chair has been							
		on the the board for	0		•	•	0		_
		14 years.	0	1	0	0	0	0	1
		Concerns about							
		gender diversity on the Board	0	1	0	0	0	0	1
			0		0	U	U	U	1
		The CEO has been on the board for 15							
		years.	0	1	0	0	0	0	1
		Vote against the							
		company chair							
		when the company							
		is not a UNGC							
		participant or							
		signatory OR the							
		Human Rights Policy does not align with							
		UNDHR.	0	2	0	0	0	0	2
		ONDIN.	0	_	U	0	J	J	_

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Nominee sits on							
		more than two							
		public company							
		boards while being							
		an executive of a							
		public company.							
		However, he owns							
		more than 30% of							
		company shares and							
		as such is entitled to							
		a Board position in							
		our view.	1	0	0	0	0	0	1
		Insufficient gender							
		diversity	0	1	0	0	0	0	1
		Board is not							
		sufficiently							
		independent	5	0	0	0	0	0	5
		Affiliate/Insider on							
		audit committee;							
		Board is not							
		sufficiently							
		independent	1	0	0	0	0	0	1
		Insufficient gender							
		diversity on Board							
		and Klemann chairs							
		Noms Committee.	0	1	0	0	0	0	1
		Other							
		compensation							
		issues	1	0	0	0	0	0	1
		Related party							
		transactions;							
		Insufficient board							
		gender diversity	1	0	0	0	0	0	1
		Insufficient Board							
		diversity	0	1	0	0	0	0	1
		Serves on too many							
		boards.	0	1	0	0	0	0	1

Janua Cada Catagoni	leave Short Toyt	Dationala Danson	With	Against Glass	Take No	Umuntad	NI/A	Missad	Total
Issue Code Category	Issue Short Text	Rationale Reason Vote against the	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		company chair							
		when the company							
		is a UNGC							
		participant or							
		signatory OR the							
		Human Rights Policy							
		does not align with							
		UNDHR.	0	2	0	0	0	0	2
		Poor remuneration							
		structure;							
		Insufficient board							
		gender diversity	1	0	0	0	0	0	1
		Other governance							
		issue	3	0	0	0	0	0	3
		The Chair has been							
		on the board for 18	_		_	_			
		years.	0	2	0	0	0	0	2
		Affiliate/Insider on							
		audit committee;							
		Allows executive on							
		audit comittee;							
		Insufficient audit							
		committee							
		independence; No							
		financial expert; Related party							
		transactions	1	0	0	0	0	0	1
			1	0	U	U	U	U	1
		CEO of the highest							
		GHG emissions							
		company out of top							
		100 US Oil and Gas companies							
		according to ERM.							
		Hilcorp is also identified as being							
		the highest							
		contributor of							
		methane emissions							
		in the ERM report.	0	1	0	0	0	0	1
		The director has							
		been on the board							
		for 13 years.	0	5	0	0	0	0	5

Save Code Category Save Short Text				With	Against Glass	Take No				
Board is not sufficiently independent; Related party transactions 2 0 0 0 0 0 0 0 2 The CFO is available to present to the Board at any time. 0 2 0 0 0 0 0 0 2 Chair of rem committee which put in place the growth incentive 0 2 0 0 0 0 0 0 2 Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy 0 2 0 0 0 0 0 2 2 Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards. 0 1 0 0 0 0 0 1 Gender board diversity is "14.3%. Director Relizer is also the Chair of the Nominee	Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
sufficiently independent; Related party transactions 2 0 0 0 0 0 0 0 2 The CFO is available to present to the Board at any time. 0 2 0 0 0 0 0 0 2 Chair of rem committee which put in place the growth incentive 0 2 0 0 0 0 0 2 Chair of rem committee which put in place the growth incentive 0 2 0 0 0 0 0 2 Chair of rem committee which put in place the growth incentive 0 2 0 0 0 0 0 2 Chair of resistant Remarks and the second of the second and risky short and a risky growth strategy 0 2 0 0 0 0 0 2 No 2 Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards. 0 1 0 0 0 0 0 1 Gender board diversity is "14.3%. Director Reitzer is also the Chair of the Nominee			Other unique issue	1	0	0	0	0	0	1
Transactions 2 0 0 0 0 0 0 2 The CFO is available to present to the Board at any time. 0 2 0 0 0 0 0 0 2 Chair of rem committee which put in place the growth incentive 0 2 0 0 0 0 0 0 2 Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy 0 2 0 0 0 0 0 2 2 Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards. 0 1 0 0 0 0 1 Gender board diversity is "14.3%. Director Relizer is also the Chair of the Nominee			sufficiently independent;							
to present to the Board at any time. Chair of rem committee which put in place the growth incentive O 2 0 0 0 0 2 Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy Nominee sits on more than two public company boards while being an executive of a public company obards. Gender board diversity is "14.3%, Director Relizer is also the Chair of the Nominee				2	0	0	0	0	0	2
Chair of rem committee which put in place the growth incentive 0 2 0 0 0 0 0 2 Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy 0 2 0 0 0 0 0 2 Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards. 0 1 0 0 0 0 1 Gender board diversity is "14.3%, Director Reitzer is also the Chair of the Nominee			to present to the	0	2	0	0	0	0	•
put in place the growth incentive 0 2 0 0 0 0 0 0 2 Company is a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy 0 2 0 0 0 0 0 0 2 Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards. 0 1 0 0 0 0 1 Gender board diversity is ~14.3%. Director Reitzer is also the Chair of the Nominee			Chair of rem	0		0	0	<u> </u>	<u> </u>	
participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth strategy 0 2 0 0 0 0 0 2 Nominee sits on more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards. 0 1 0 0 0 0 1 Gender board diversity is "14.3%. Director Relizer is also the Chair of the Nominee			put in place the	0	2	0	0	0	0	2
more than two public company boards while being an executive of a public company or the nominee sits on more than five public company boards. Gender board diversity is ~14.3%. Director Reitzer is also the Chair of the Nominee			participant or signatory OR the Human Rights Policy does not align with UNDHR. Chair of risk, Santos has a poor OH&S record and a risky growth	0	2	0	0	0	0	2
diversity is ~14.3%. Director Reitzer is also the Chair of the Nominee			more than two public company boards while being an executive of a public company or the nominee sits on more than five public company	0	1	0	0	0	0	1
			diversity is \sim 14.3%. Director Reitzer is also the Chair of the							
				0	1	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
		Gender board diversity in ~14.3%. Director Mountford sits on the Nominee Committee.	0	1	0	0	0	0	1
		The director sits on the nominee committee where percentage of gender diversity on board is 12.5%.	0	1	0	0	0	0	1
		Vote against the company chair or audit committee chair when the company is not a UNGC participant or signatory OR the Human Rights Policy does not align with UNDHR.	0	1	0	0	0	0	1
		Insufficient gender diversity. Company does not report to CDP or SASB.	0	1	0	0	0	0	1
		There is insufficient gender diversity on the board of directors.	0	1	0	0	0	0	1

			With	Against Glass	Take No				
sue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		We have lost faith in							
		the board's ability							
		to articulate and							
		prosecute a							
		coherent strategy.							
		In particular the							
		Directors on the							
		Sustainability							
		Committee must							
		take responsibility							
		in our view. See our							
		investor statement							
		here							
		https://www.accr.or							
		g.au/news/member							
		s%E2%80%99-							
		statements-relating-							
		to-the-re-election-							
		of-directors-to-the-							
		woodside-energy-							
		board/	1	2	0	0	0	0	3
		Serves on too many	_						
		boards	2	0	0	0	0	0	2
	Election of Non-Management								
	Nominee								
		Director Mayne is							
		not a current board							
		member and							
		basically nominated							
		himself up for							
		election. We							
		generally do not							
		support the election							
		of any person as a							
		director of an ASX-							
		listed company							
		whose agenda is							
		restricted to a single							
		(or even several)							
		issue's. We view							
		directors are there							
		on behalf of							
		shareholders to deal							
		with all issues							
		expected of a public							
		company director.	3	0	0	0	0	0	3

Issue Code Category	Issue Short Text	Rationale Reason	With	Against Glass	Take No	Unvoted	N/A	Mixed	Total
issue code category	Indemnification of	Nationale Neason	Glass Lewis	Lewis	Action	Olivoteu	IV/A	IVIIAEU	TOtal
	Directors/Officers								
		No Stated Reason	2	0	0	0	0	0	2
	Post-Employment /Severance								
	Agreements								
		Excessive							
		termination							
		payments	1	0	0	0	0	0	1
		No Stated Reason	19	0	0	0	0	0	19
		In general we are against these							
		proposals above							
		what is allowed							
		without approval by							
		Corporations Law.	0	1	0	0	0	0	1
		Excessive							
		termination benefits	1	0	0	0	0	0	1
		We do not see that							
		it is in shareholder							
		interest to							
		remunerate							
		departing							
		executives more							
		than 12 months							
		remuneration.	0	2	0	0	0	0	2
		Rationale based on							
		recent and							
		unproven							
		transaction; Vesting							
		in excess of ordinary							
		annual entitlements	1	0	0	0	0	0	1
		We believe there is							
		too much discretion							
		here to award							
		terminated							
		Directors and	_	_	_	_			
		management.	0	3	0	0	0	0	3
	Related Party Transactions								
		No Stated Decem	4.5	^			^	2	4.5
		No Stated Reason	16	0	0	0	0	0	16

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Such transactions							
		may create conflicts							
		for the directors as							
		they may be forced							
		to weigh their own							
		interests in relation							
		to shareholder							
		interests when							
		making board							
		decisions. We note							
		that the							
		transactions under							
		the Marketing							
		Services Agreement							
		with M Resources							
		Trading did not							
		require approval							
		under ASX Listing							
		Rule 10.1, and							
		hence, no							
		independent report							
		on their fairness							
		was provided to							
		shareholders.	0	1	0	0	0	0	1
Capital Management			37	2	0	0	0	0	39
	Authority to Issue Shares w/								
	Preemptive Rights								
	·								
		No Stated Reason	8	0	0	0	0	0	8
	Authority to Repurchase								
	Preferred Shares								
		No Stated Reason	2	0	0	0	0	0	2
	Authority to Repurchase								
	Shares								
	Shares -								
		No Stated Reason	3	0	0	0	0	0	3
	Cancellation of Authorized								
	Stock								
		No Stated Reason	3	0	0	0	0	0	3
	Issuance of Stock w/ or w/out								
	Preemptive Rights								
	IO								

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	20	2	0	0	0	0	22
	Reverse Stock Split								
		No Stated Reason	1	0	0	0	0	0	1
Changes to Company Statutes			67	2	0	0	0	0	69
	Adoption of New Articles								
		No Stated Reason	5	0	0	0	0	0	5
		Virtual meetings	3	0	0	0	0	0	3
		Allows for virtual only AGM's.	0	1	0	0	0	0	1
		We do not support virtual meetings. Hybrid meetings are a better alternative as it allows shareholders the ability to participate in person or by virtual means.	1	0	0	0	0	0	1
	Amend Articles, Constitution, Bylaws - Bundled								
		No Stated Reason	23	0	0	0	0	0	23
		Virtual meetings	4	0	0	0	0	0	4
		Company could hold virtual meetings only even where physical/hybrid meetings practical.	2	0	0	0	0	0	2
		See 10.B	2	0	0	0	0	0	2
		Allows for virtual only AGM's.	0	1	0	0	0	0	1
	Amendments to Articles (Technical)	2,				J	J	J	

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		0		0	0	0	
	Amendments to Articles,	NO Stated Reason	8	0	0	0	0	0	8
	Constitution, Bylaws								
		No Stated Reason	12	0	0	0	0	0	12
		Not in							
		shareholders" interest	1	0	0	0	0	0	1
		Virtual meetings -		0	0	0	0	0	
		Constitution should							
		state that physical							
		meetings will take							
		place where							
		possible, ideally							
		alongside virtual.							
		This change allows for virtual only							
		meetings							
		irrespective which							
		may result in							
		limiting							
		shareholders ability							
		to field questions.	1	0	0	0	0	0	1
		Virtual meetings	1	0	0	0	0	0	1
	Company Name Change								
		No Stated Reason	1	0	0	0	0	0	1
	Misc. Proposal Regarding Antitakeover Devices								
		No Stated Reason	3	0	0	0	0	0	3
Compensation			619	172	0	0	0	0	791
	Amendment to Stock Option Plan		023	-/-		•	•	•	,,,,
		No Stated Reason	3	0	0	0	0	0	3
	Directors' Fees								

ssue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Excessive increase							
		in cap	0	1	0	0	0	0	1
		No Stated Reason	7	0	0	0	0	0	7
		Increase not							
		justified	1	0	0	0	0	0	1
	Directors' Stock Option Plan								
		No Stated Reason	3	0	0	0	0	0	3
	Misc. Proposal Regarding Compensation								
		Not in shareholders							
		interest	1	0	0	0	0	0	1
	Non-Executive Remuneration Policy (Forward-Looking)								
		No Stated Reason	37	0	0	0	0	0	37
		Not in							
		shareholders"							
		interest	1	0	0	0	0	0	1
		Increase is		_			_		_
		excessive.	0	1	0	0	0	0	1
		Large increase	2	1	0	0	0	0	3
		Excessive increase	0	1	0	0	0	0	1
	Remuneration Report (Retrospective)								
		No Stated Reason	165	2	0	0	0	0	167
		Excessive relative							
		CEO pay. Single							
		metric used for LTIP.	0	1	0	0	0	0	1

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		The CEO has							
		excessive							
		remuneration in							
		comparison to other							
		executives. Their							
		remuneration also							
		has negative							
		features around							
		high fixed							
		remuneration,							
		single metric,							
		adjustment to LTI outcomes and no							
		executive							
		shareholder							
		guidelines.	0	1	0	0	0	0	1
		Share price hurdle;							
		High fixed remuneration;							
		Disclosure of STI							
		terms, no ESG							
		metrics in							
		performance pay.	0	1	0	0	0	0	1
		Focus on short-term							
		performance; Short							
		vesting period; Ad							
		hoc bonuses	1	0	0	0	0	0	1
		STI outcomes and						-	
		upward discretion	1	0	0	0	0	0	1
		Upward discretion	4	0	0	0	0	0	
		(STI); Fatality	1	0	0	0	0	0	1
		Poor disclosure of							
		STI terms; Single							
		metric; Ad hoc							
		awards	1	0	0	0	0	0	1
		Insufficient							
		alignment on rem							
		package but first							
		year listed.	0	1	0	0	0	0	1
		The CEO makes							
		more than two							
		times his next							
		highest paid							
		executive.	0	2	0	0	0	0	2

Laura Carla Catanana	Laura Chant Taut	Detienale Deserve	With	Against Glass	Take No	Harris de al	21/2	B diament	T -4-1
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Only one short term performance							
		metric. NPAT may							
		also encourage							
		aggressive tax							
		practices as a stand alone measure.	0	1	0	0	0	0	1
		Ad hoc awards; Poor	0	1	0	0	0	· ·	
		overall disclosure	1	0	0	0	0	0	1
		Th MD/CEO made							
		more than three times his next							
		highest paid							
		executive.	0	1	0	0	0	0	1
		STI's are potentially							
		larger than LTI's	0	1	0	0	0	0	1
		Same metric for STI							
		and LTI; Single metric (FY2023)	1	0	0	0	0	0	1
		Excessive CEO	1	0	0	0	0	0	
		remuneration vs							
		other executives.	0	1	0	0	0	0	1
		Excessive							
		remuneration cf	•	_		•	•		
		other Executives	0	1	0	0	0	0	1
		Quantum of ED/CEOs" fixed							
		remuneration;							
		Misalignment with							
		short term							
		shareholder return	1	0	0	0	0	0	1
		Excessive CEO pay							
		relative to other executives.	0	3	0	0	0	0	3
		Increase is	U	3	0	U	U	U	
		excessive; Short							
		performance period	1	0	0	0	0	0	1
		Excessive CEO							
		remuneration cf	•	•	-	•	•	•	_
		other executives.	0	3	0	0	0	0	3

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		CEO gets paid more than twice next most highly paid executive.	0	2	0	0	0	0	2
			U	2	U	U	U	U	
		Excessive remuneration compared to other executives.	0	2	0	0	0	0	2
		Excessive remuneration	0	11	0	0	0	0	11
		Discretion on vesting	1	0	0	0	0	0	1
		Failure to incentivize mitigation of material environmental risks.	0	1	0	0	0	0	1
		Excessive CEO remuneration, ROIC target lowered despite increase in							
		risk free rate.	0	3	0	0	0	0	3
		The MD/CEO is getting paid excessively.	0	1	0	0	0	0	1
		Single metrics, disclosure of STI and LTI target and no executive share ownership guidelines.	0	1	0	0	0	0	1
		CEO excessive remuneration compared to other	0	1	0	0	0	0	
		Executives.	0	1	0	0	0	0	1
		Uncapped cash bonuses; Short-term	A	2	2	0	0	0	
		focus	1	0	0	0	0	0	1
		Excessive CEO rem vs other key exec.	0	1	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
7		Large increase in fixed remuneration;	0.033 20.013	20013	7.00.011				- 1
		Discretion over STI							
		outcomes	2	0	0	0	0	0	2
		The Managing Director/CEO makes more than two times his next highest paid executive. There are also concerns							
		around disclosure of targets and the Board's discretion on Short Term Incentives.	1	0	0	0	0	0	1
		insufficient disclosure on STI and a single metric LLTI. CEO paid excessively compared to other							
		executives. Change of control provision; High fixed remuneration; Short performance period	0	1	0	0	0	0	1
		for LTIP CEO gets more than 2x next most highly	0	1	0	0	0	0	1
		paid	0	2	0	0	0	0	2
		Quantum of CEO's fixed remuneration No performance hurdles Short vesting period	0	1	0	0	0	0	1
		CEO remuneration is excessive relative to other executives.	0	1	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
		High fixed remuneration, single metric (FY2022), relative TSR comparator group and lack of disclosure of STI.	0	2	0	0	0	0	2
		Increase in CEO pay, exclusion of net losses on leases from npat calculation for bonuses.	0	1	0	0	0	0	1
		The Managing Director/CEO make more than two times his next highest paid executive. Furthermore, the company's remuneration features a number of negative items relating to same metrics for STI and LTI, change of control provisions - automatic vesting, fair value methodology and no executive share ownership guidelines.	0	1	0	0	0	0	1
		Poor remuneration structure, excessive CEO pay versus							
		other executives.	0	1	0	0	0	0	1
		No tie between compensation and sustainability.	0	6	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
		The Managing Director makes more than two times his next highest paid executive.	0	1	0	0	0	0	1
		STI outcomes poorly justified	1	0	0	0	0	0	1
		The Managing Director/CEO makes more than two times his next highest paid executive.	0	6	0	0	0	0	6
		Combined scheme - short-term focus; High fixed remuneration	1	0	0	0	0	0	1
		Retention bonus; Large focus on STI; High fixed remuneration	1	0	0	0	0	0	1
		Short term Incentives are greater than long term incentives at maximum payout. As long term investors we believe this is a misalignment with our interests.	0	1	0	0	0	0	1
		The MD/CEO makes more than two times his next highest paid executive.	0	1	0	0	0	0	1
		CEO pay excessive vs other key exec.	0	1	0	0	0	0	1

	_		With	Against Glass	Take No	_			
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		The Managing							
		Director/CEO make							
		more than two							
		times his next							
		highest paid							
		executive. The							
		company's							
		remuneration also							
		features a number							
		of negative aspects							
		relating to high							
		fixed remuneration,							
		all-inclusive							
		comparator group,							
		share price hurdle							
		as a single metric							
		(For FY2022) and							
		cliff vesting (For							
		FY2022).	0	1	0	0	0	0	1
		Excessive CEO							
		remuneration cf							
		other executives	0	1	0	0	0	0	1
		Remuneration							
		structure is highly							
		ad-hoc and does not							
		display sufficient							
		efforts to align							
		executive pay with							
		company							
		performance. There							
		is also poor overall							
		disclosure.	0	1	0	0	0	0	1
			0		U	0	U	U	
		Excessive CEO pay							
		relative to other							
		executives	0	1	0	0	0	0	1
		Quantum of CEO"s							
		remuneration; Short							
		performance							
		period; Inadequate							
		response to							
		shareholders''							
		concerns	1	0	0	0	0	0	1

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Single metric;							
		Retests							
		performance							
		targets/reprices							
		options; Vesting for							
		performance below							
		the median	0	1	0	0	0	0	1
		High fixed							
		remuneration;							
		Quantum of STI paid	1	0	0	0	0	0	1
		Poor disclosure	1	0	0	0	0	0	1
		Excessive CEO pay							
		vs other execs and							
		peers and for poor							
		performance	0	1	0	0	0	0	1
		No LTI plan; STI							
		disclosure	1	0	0	0	0	0	1
		Poor overall							
		structure and the							
		company has no							
		formal LTI plan and							
		high increase in fixed remuneration.	0	4	0	0	0	0	4
		fixed remuneration.	0	1	U	U	U	0	1
		Single metric	2	0	0	0	0	0	2
		Concerns around							
		same metric under							
		STI and LTI and							
		relative TSR peer							
		group.	0	1	0	0	0	0	1
		Short performance							
		period for LTIP; No							
		performance targets	1	0	0	0	0	0	1
		STI Scorecard							
		assessment: FCF							
		measure	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
		The Managing Director makes more than two times his next highest paid executive. Concerns also around se single metrics, quantum of STI bonus and STIP disclosure.	0	2	0	0	0	0	2
		Disclosure of STI; High fixed							
		remuneration; Absolute TSR hurdle	1	0	0	0	0	0	1
		Short performance period (FY2023 LTI); Single metric (FY2023 LTI)	1	0	0	0	0	0	1
		Poor compensation structure/performa nce conditions; Poor overall compensation disclosure; NED option grants	0	1	0	0	0	0	1
		Excessive CEO remuneration compared to other executives	0	1	0	0	0	0	1
		High fixed remuneration; Relative TSR peer group	0	1	0	0	0	0	1
		Excessive CEO remuneration	0	1	0	0	0	0	1
		Against - CEO got more than 2x next most highly paid							
		executive	0	1	0	0	0	0	1

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Issue Code Category	Issue Short Text	Rationale Reason The Managing Director/CEO makes more than two times his only other	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		executive.	0	2	0	0	0	0	2
		The managing Director/CEO is getting paid excessive amounts in comparison to the CFO. There are also high fixed elements and use of relative TSR hurdle as a single metric.	0	1	0	0	0	0	1
		Single absolute TSR hurdle; Short vesting period; Poor disclosure of STI and LTI terms	0	1	0	0	0	0	1
		Quantum of CEO"s fixed pay; One-off equity grant	1	0	0	0	0	0	1
		Negative aspects concerning high fixed remuneration, relative TSR as a single metric and peer group, disclosure of STI terms, no executive share ownership guidelines. The CEO is also paid excessively in comparison to his next highest paid executive.	0	2	0	0	0	0	2
		Relative TSR as a Single Metric and the CEO is getting paid more than two times his next highest paid executive.	0	2			0	0	2

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Lack of disclosure around STI.	0	1	0	0	0	0	1
		Excessive CEO remuneration vs other executives	0	1	0	0	0	0	1
		The CEO has excessive remuneration in comparison to other executives.	0	1	0	0	0	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting.	0	1	0	0	0	0	1
		Ad hoc cash awards;	0	1	0	0	0	0	
		Termination arrangements	1	0	0	0	0	0	1
		We note the poor share price of the company relative to its peers. In our view the remuneration structure is not leading to an optimal strategy for shareholder returns. In addition CEO remuneration is excessive relative to the rest of the C-Suite.	0	2	0	0	0	0	2
		Excessive STI award; Single metric; Quantum of the MD/CEO"s fixed remuneration. Furthermore, the Managing Director/CEO makes more than tow times his next highest paid executive.	1	0	0	0	0	0	1

			With	Against Glass	Take No	_			
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		High fixed							
		remuneration;							
		Single metric for							
		STIP and EIP;							
		Disclosure of EIP							
		and STI terms; Lower LTI targets for							
		FY2023; Material LTI							
		vesting at threshold							
		level	1	0	0	0	0	0	1
		Failure to							
		incentivize							
		mitigation of							
		material							
		environmental risks.							
		The MD/CEO also							
		gets paid an							
		excessive amount in							
		comparison to his							
		executives.	0	1	0	0	0	0	1
		Concerns around							
		single metrics being							
		applied and the							
		Managing Director							
		makes more than							
		two times his next highest paid							
		executive.	0	1	0	0	0	0	1
			-			•	-		
		Ad-hoc awards;							
		Large increase in fixed remuneration	1	0	0	0	0	0	1
				0	0	0	<u> </u>	U	
		Inappropriate uplift							
		in fixed pay, lack of transparency on STI.	0	1	0	0	0	0	1
			0		0	0	0	0	
		Upfront equity							
		grant for the MD/CEO, single							
		metric (LTVR) and							
		high increase in							
		fixed remuneration.	1	0	0	0	0	0	1
		High increase in							
		fixed remuneration							
		and single metric for							
		STIP and LTIP.	0	1	0	0	0	0	1

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Disclosure of LTI outcomes	1	0	0	0	0	0	1
		Upward discretion; Substantial increase							
		in opportunity	1	0	0	0	0	0	1
	Stock Option Grants								
		No Stated Reason	321	0	0	0	0	0	321
		No ESG metrics in performance hurdle							
		- share price hurdle.	0	1	0	0	0	0	1
		Excessive LTI	0	1	0	0	0	0	1
		Excessive sign on	0	1	0	0	0	0	1
		Insufficient alignment on rem package but first							
		year listed.	0	1	0	0	0	0	1
		See Rem report	0	1	0	0	0	0	1
		STI's are potentially larger than LTI's	0	2	0	0	0	0	2
		Same metric for STI and LTI; Single metric; Change of							
		control provisions	1	0	0	0	0	0	1
		Quantum of ED/CEOs" fixed remuneration; Misalignment with short term							
		shareholder return.	0	2	0	0	0	0	2
		Excessive CEO pay relative to other executives.	0	7	0	0	0	0	7
		Short performance	J		0	U	U	U	
		period	1	0	0	0	0	0	1
		See rem report	0	3	0	0	0	0	3

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		The MD/CEO is getting paid excessively.	0	1	0	0	0	0	1
		Single Metric and disclosure of STI and LTI target.	0	1	0	0	0	0	1
		Change of control provision; High fixed remuneration; Short performance period for LTIP	0	3	0	0	0	0	3
		No performance targets Short vesting period	0	1	0	0	0	0	1
		High fixed remuneration, single metric (FY2022), relative TSR comparator group and lack of disclosure of STI.	0	4	0	0	0	0	4
		Concerns with the change of control provisions, same metric for STI and LTI and the use of a fair value methodology.	0	1	0	0	0	0	1
		Absolute TSR hurdle	0	1	0	0	0	0	1
		We have voted against the remuneration policy and will abstain here as this is part of the same issue.	0	2	0	0	0	0	2
		Substantial award for unserved period	2	0	0	0	0	0	2
		Concerns on grounds structure and the quantum seems to be very high relative to TSR of peers.			0		0	0	
		or peers.	0	1	U	0	U	U	1

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Short term and long							
		term bonus							
		structure should be							
		enough to align							
		CEO.	0	1	0	0	0	0	1
		The company's							
		remuneration also							
		features a number							
		of negative aspects							
		relating to high							
		fixed remuneration,							
		all-inclusive							
		comparator group,							
		share price hurdle							
		as a single metric							
		(For FY2022) and							
		cliff vesting (For							
		FY2022).	0	2	0	0	0	0	2
		Single metric;							
		Retests							
		performance							
		targets/reprices							
		options; Vesting for							
		performance below							
		the median	0	1	0	0	0	0	1
		Concerns around							
		same metric under							
		STI and LTI and							
		relative TSR peer							
		group.	0	1	0	0	0	0	1
		Excessive retention							
		award	0	3	0	0	0	0	3
			0	3	0	U	0	0	
		Excessive taking into							
		account concerns	•	غ. غ	•	•	^	•	_
		about REM.	0	1	0	0	0	0	1
		Short performance							
		period; Single							
		metric	1	0	0	0	0	0	1

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Poor compensation structure/performa nce conditions; Poor overall compensation disclosure; NED option grants	0	1	0	0	0	0	1
		Excessive CEO remuneration compared to other executives	0	2	0		0	0	2
		Single absolute TSR hurdle; Short vesting period; Poor disclosure of STI and LTI terms	0	1	0		0	0	1
		One-off equity grant; Quantum of award; Lack of performance conditions	1	0	0		0	0	1
		Relative TSR as a Single Metric	0	2	0	0	0	0	2
		Excessive CEO pay vs other executives	0	1	0	0	0	0	1
		Concerns around production growth target, high fixed remuneration and cliff vesting. There is also insufficient disclosure of STI and LTI performance assessments.	0	2	0	0	0	0	2
		Disclosure of performance conditions and vesting schedules; Absolute TSR hurdle	1	0	0	0	0	0	1
		We are against some aspects of the bonus and in favour of others.	0	2	0	0	0	0	2

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		Concerns regarding the quantum of the MD/CEO's STI							
		remuneration.	0	1	0	0	0	0	1
		Single metric; Lower LTI targets for FY2023; Material LTI vesting at threshold level	2	0	0	0	0	0	2
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives. We note also that the MD/CEO and CFO will be granted a one-off 2023 EE Grant, as a significant retention initiative, valued at 200% of fixed remuneration. We note that from FY2024/25 the MD/CEO and CFOs' LTI opportunity will be 100% and 40% of fixed remuneration respectively.	0	1	0		0	0	1
		Failure to incentivize mitigation of material environmental risks. The MD/CEO also gets paid an excessive amount in comparison to his executives.	0	1			0	0	1

Issue Code Category	Issue Short Text	Rationale Reason	With	Against Glass	Take No	Unvoted	N/A	Mixed	Total
Issue Code Category	issue short rext		Glass Lewis	Lewis	Action	onvoted	N/A	iviixea	iotal
		Concerns around single metrics being							
		applied.	0	1	0	0	0	0	1
		Except in special					-		
		circumstances we							
		will vote against							
		retention bonuses.	0	1	0	0	0	0	1
		Quantum of							
		proposed grant; No							
		performance							
		hurdles	1	0	0	0	0	0	1
		High increase in							
		fixed remuneration							
		and single metric for	•	_					_
		STIP and LTIP.	0	1	0	0	0	0	1
		The CEO makes							
		more than two							
		times his next							
		highest paid executive.	0	1	0	0	0	0	1
			0		0	-	0	0	
		Excessive potential remuneration under							
		the grant	0	1	0	0	0	0	1
		6							
	Stock Option Plan								
		No Stated Reason	34	0	0	0	0	0	34
		No ESG metrics in							
		performance hurdle							
		- share price hurdle.	0	1	0	0	0	0	1
		Ad hoc awards;							
		Disclosure of EIP							
		limits, poorly							
		structured rem							
		arrangements.	0	1	0	0	0	0	1
		Concerns around							
		production growth							
		target, high fixed							
		remuneration and cliff vesting.	0	1	0	0	0	0	1
		ciiii vesting.	U	1	U	U	U	U	1

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		Includes Executives and Directors as potential							
		beneficiaries.	0	1	0	0	0	0	1
M&A			24	0	0	0	0	0	24
	Divestiture/Spin-off								
		No Stated Reason	5	0	0	0	0	0	5
	Merger/Acquisition								
		No Stated Reason	11	0	0	0	0	0	11
	Misc. Proposal Regarding Restructuring								
		No Stated Reason	2	0	0	0	0	0	2
	Restructuring/Capitalization								
		No Stated Reason	6	0	0	0	0	0	6
Other			41	5	0	0	0	0	46
	Approval of Political Donation								
		No Stated Reason	0	2	0	0	0	0	2
	Management Proposal on Say on Climate								
		Too much reliance on offsets, lack of scope 3 consideration where most emissions lie, intention to delay							
		next say on climate to 2025	0	1	0	0	0	0	1

			With	Against Glass	Take No				
Issue Code Category	Issue Short Text	Rationale Reason	Glass Lewis	Lewis	Action	Unvoted	N/A	Mixed	Total
		This is a Say-On-							
		Climate Proposal.							
		Going forward we							
		would ideally like to							
		see more ambition							
		with their							
		decarbonisation							
		pathway and							
		interim targets							
		being set. The							
		company also does							
		not meet a number							
		of criteria according							
		to Climate Action							
		100+ with respect to							
		it's capital							
		alignment and							
		transition pathway			•			•	
		initiative.	0	1	0	0	0	0	1
		The Company's							
		transition plan looks							
		borderline							
		acceptable.							
		However, given							
		ongoing fossil fuel							
		exploration we have							
		decided to vote							
		against.	0	1	0	0	0	0	1
		No Stated Reason	1	0	0	0	0	0	1
	n n 171		<u> </u>	0	U	U	U	U	
	Renew Proportional Takeover	ſ							
	Provisions								
		No Stated Reason	40	0	0	0	0	0	40
		No Stated Reason	40						40
SHP: Environment			6	13	0	0	0	0	19
	SHP Regarding Climate Lobbying								
		No Stated Reason	0	3	0	0	0	0	3
	SHP Regarding Misc. Environmental Issue								

We think this is a reasonable proposal, particularly in light of Origin's decision to sell its rights in the Beetaloo Basin to Tamboran Resources.

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SHP Regarding Report/Action on Climate Change

The bank has taken a variety of steps to mitigate its climate risk exposure, including setting Paris-aligned GHG emissions reduction targets, providing board-level oversight of climaterelated risks, and taking steps to restrict its exposure to thermal coal, oil and gas, power generation, aluminum, cement, and steel. Additionally, the Company has joined the Net-Zero Banking Alliance, and states that it will not directly finance any new or expanded coal-fired power stations and will phase out existing exposures by 2030, and that it will no longer bank any new business customers that have material thermal coal exposure. The Company also states that it is continuing to engage with 100

of its highest emitting customers to encourage them to, by the end of 2024, strengthen their low-carbon transition plans and enhance their efforts to protect biodiversity. The bank has also committed to funding and facilitating at least \$50 billion by 2025 towards sustainable solutions for its customers, including initiatives that help improve environmental sustainability, support disaster resilience, increase access to affordable housing, and promote financial well-being. Further, the bank states that it will no longer onboard new energy customers for upstream oil and gas unless they have a Paris-aligned transition plan, and existing customers are also expected to have a Paris-aligned transition plan in nlace by 2025

place by 2025.							
These actions							
demonstrate							
attention and							
responsiveness to							
climate change-							
related matters.	2	0	0	0	0	0	2
No Stated Reason	0	6	0	0	0	0	6

The bank has taken a variety of steps to mitigate its climate risk exposure, including setting a science-based GHG emissions reduction target for its own operations, providing boardlevel oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal-fired power generation and mining. Further, as a CCCA member, the bank has set and published sectorspecific targets for aligning its portfolio with a well-below 2 degrees scenario and striving for 1.5°C trajectory, based on scientific climate scenarios. Given the above, as well as the banks existing disclosures and policies concerning its climate-related risks and its demonstrated responsiveness to this issue, including its science-based **GHG** reduction target and its enhanced thermal coal financing policies, we do not believe that adoption of this proposal is warranted at this

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time. The company needs to explain how its ambitious growth strategy aligns with Santos recognition of the scientific consensus on climate change and its support of the objective of the Paris Agreement to limit global temperature rise by 2100 to less than 2 degrees Celsius and pursue efforts to limit the temperature rise to 1.5 degrees Celsius above pre-industrial

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The bank has taken a variety of steps to mitigate its climate risk exposure, including setting **GHG** emissions reduction targets for its Scope 1, 2, and 3 emissions, providing boardlevel oversight of climate-related risks, and taking steps to restrict its exposure to thermal coal mines, metallurgical coal mines, and oil and gas projects, as well as only considering directly financing greenfield oil and gas projects that are in accordance with the IEA's Net-Zero by 2050 scenario. Additionally, the

levels.

Company has set interim 2030 sector decarbonisation targets for a number of emissions-intensive sectors in its portfolio including upstream oil and gas, thermal coal mining, power generation, cement production, and Australian commercial real estate (large customers with office properties). Further, in July 2022, the Company joined the Net-Zero **Banking Alliance** ("NZBA") and has committed to aligning its lending portfolios with netzero emissions by 2050, consistent with a 1.5°C pathway, in accordance with NZBA. This year, the bank also updated its climate change position statement and action plan and has committed to reviewing its position statement annually, or as needed, so it remains relevant and aligned with the banks ambition to become a net-zero, climate-resilient

bank.

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		While the wording of the resolution isn't perfect we are inclined to support until Woodside comes up with a coherent explanation of its energy transition plan.	0	1	0	0	0	0	1
		P							
SHP: Governance			1	16	0	0	0	0	17
	SHP Regarding Election of Dissident Board Member(s)								
		Not in shareholders" best interests	1	0	0	0	0	0	1
	SHP Regarding Facilitation of Shareholder Proposals								

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Vision Super supports resolutions proposing a change to company constitutions to allow non-binding resolutions to be put forward to company meetings. This is on the grounds that no viable alternative method for allowing shareholder ballots has been actively proposed since 2016 when the courts ruled against shareholders with less than 5% of the register putting forward such resolutions.

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Vision Super supports resolutions proposing a change to company constitutions to allow non-binding resolutions to be put forward to company meetings. This is on the grounds that no viable alternative method for allowing shareholder ballots has been actively proposed since 2016 when the courts ruled against shareholders with less than 5% of the register putting forward such resolutions. In the UK and the US, shareholders can propose non-

binding resolutions which do not compel the company to act but do create the opportunity for both public and private dialogue with shareholders on ESG issues. While changing company constitutions is not ideal, a signal needs to be sent to companies that this issue needs to be addressed. Vision Super acknowledges there are better solutions to address this issue and is in favour of a superior alternative when it becomes available. Vision Super acknowledges the need for a reasonable hurdle (5% or 100 shareholders for example) for shareholder resolutions to be accepted, in order for general meetings to avoid the potential to be swamped by individual shareholder

resolutions.

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SHP Regarding Misc. Social Issue

SHP: Social

Issue Code Category	Issue Short Text	Rationale Reason	With Glass Lewis	Against Glass Lewis	Take No Action	Unvoted	N/A	Mixed	Total
		We think this is a							
		reasonable							
		proposal,							
		particularly in light							
		of Origin's decision							
		to sell its rights in							
		the Beetaloo Basin							
		to Tamboran							
		Resources.	0	1	0	0	0	0	1
	SHP Regarding Reporting on								
	Company's Compliance with I								
		We think this is a							
		reasonable							
		proposal,							
		particularly in light							
		of Origin's decision							
		to sell its rights in							
		the Beetaloo Basin							
		to Tamboran							
		Resources.	0	1	0	0	0	0	1