



GENUS Capital Management Pooled Funds

Q2 2022

April 1st – June 30th

Proxy Voting Report

Proxy Voting Highlights Q2 2022

Meetings

Type

Annual	175
Special	2
Mix	10
Total	187



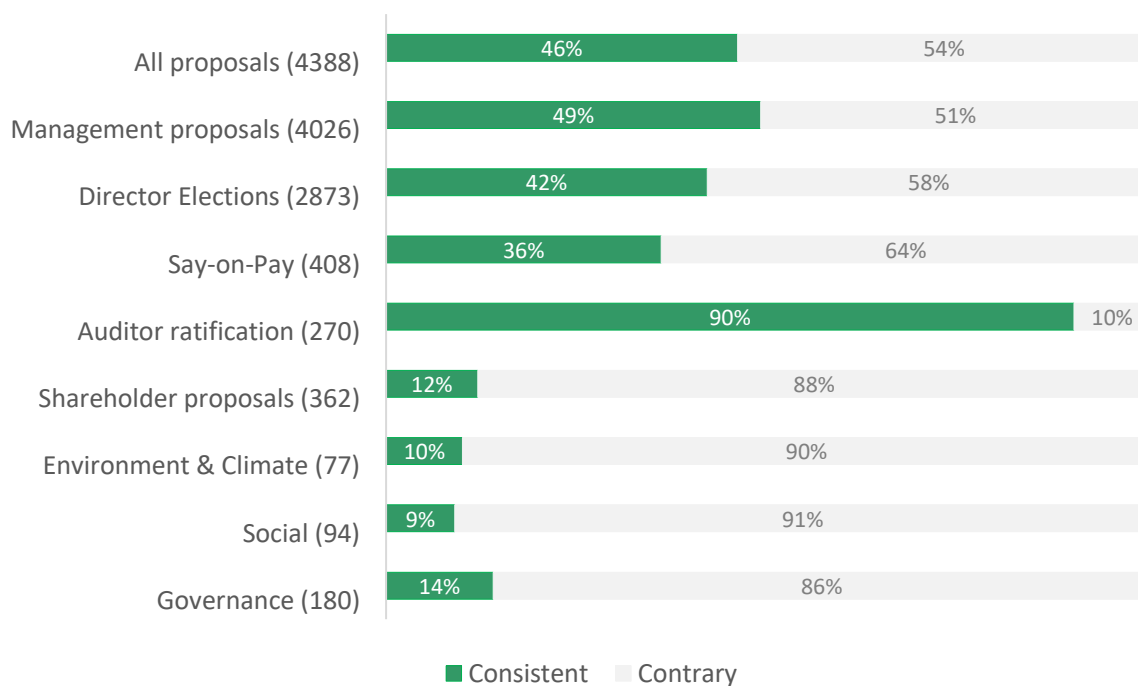
Jurisdiction

Canada	54
United States	92
Other	41
Total	187



Proposals

Votes consistent with / contrary to management recommended votes



PROXY SUMMARY

ISSUER Nintendo Co. Ltd (7974)	MEETING DATE 2022-06-29 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J51699106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442029	Genus Fossil Free CanGlobe Equity fund	2400

ITEM	PROPOSAL	BOARD	POLICY
01	Approve Appropriation of Surplus	✓	✓
02	Amend Articles to: Approve Minor Revisions Related to Change of Laws and Regulations	✓	✓
03.01	Elect Shuntaro Furukawa	✓	✗
03.02	Elect Shigeru Miyamoto	✓	✗
03.03	Elect Shinya Takahashi	✓	✗
03.04	Elect Ko Shiota	✓	✗
03.05	Elect Satoru Shibato	✓	✗
03.06	Elect Chris Meledandri	✓	✓
04.01	Elect Takuya Yoshimura	✓	✗
04.02	Elect Katsuhiro Umeyama	✓	✓
04.03	Elect Masao Yamazaki	✓	✓
04.04	Elect Asa Shinkawa	✓	✓
05	Approve Details of the Compensation to be received by Directors	✓	✓
06	Approve Details of the Restricted-Stock Compensation to be received by Directors	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Approve Appropriation of Surplus	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Amend Articles to: Approve Minor Revisions Related to Change of Laws and Regulations	✓	✓

Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. The submitted changes are not detrimental to the shareholders' interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03.01	BOARD	POLICY
Elect Shuntaro Furukawa	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.02	BOARD	POLICY
Elect Shigeru Miyamoto	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.03			BOARD	POLICY
Elect Shinya Takahashi			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.04			BOARD	POLICY
Elect Ko Shiota			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.05			BOARD	POLICY
Elect Satoru Shibato			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 03.06	BOARD	POLICY
Elect Chris Meledandri	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04.01	BOARD	POLICY
Elect Takuya Yoshimura	✓	✗
Proposer : Board		

The election of Committee members is the responsibility of the Board. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 04.02	BOARD	POLICY
Elect Katsuhiro Umeyama	✓	✓
Proposer : Board		

The election of Committee members is the responsibility of the Board. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04.03	BOARD	POLICY
Elect Masao Yamazaki	✓	✓
Proposer : Board		

The election of Committee members is the responsibility of the Board. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04.04	BOARD	POLICY
Elect Asa Shinkawa	✓	✓
Proposer : Board		

The election of Committee members is the responsibility of the Board. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Approve Details of the Compensation to be received by Directors	✓	✓
Proposer : Board		

The directors' compensation meets the policy criteria. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY

Approve Details of the Restricted-Stock Compensation to be received by Directors



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Daiwa House Industry Co. Ltd (DWAHF)	MEETING DATE 2022-06-29 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 234062206

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442029	Genus Fossil Free CanGlobe Equity fund	61400

ITEM	PROPOSAL	BOARD	POLICY
01	Approve Appropriation of Surplus: dividend of JPY 126	✓	✓
02	Amend Articles to: Approve Minor Revisions Related to Change of Laws and Regulations	✓	✓
03	Amend Articles to: Establish the Articles Related to Shareholders Meeting Held without Specifying a Venue	✓	✓
04.01	Elect Keiichi Yoshi	✓	✗
04.02	Elect Takeshi Kosokabe	✓	✗
04.03	Elect Yoshiyuki Murata	✓	✗
04.04	Elect Hirotsugu Otomo	✓	✗
04.05	Elect Tatsuya Urakawa	✓	✗
04.06	Elect Kazuhito Dekura	✓	✗
04.07	Elect Yoshinori Ariyoshi	✓	✗
04.08	Elect Keisuke Shimonishi	✓	✗
04.09	Elect Nobuya Ichiki	✓	✗
04.10	Elect Toshiya Nagase	✓	✗
04.11	Elect Yukiko Yabu	✓	✓
04.12	Elect Yukinori Kuwano	✓	✓
04.13	Elect Miwa Seki	✓	✓
04.14	Elect Kazuhiro Yoshizawa	✓	✓

04.15	Elect Yujiro Ito	✓	✓
05.01	Elect Tomoyuki Nakazato	✓	✗
05.02	Elect Yoshinori Hashimoto	✓	✓
06	Bonus	✓	✓
07	Approve Details of the Restricted-Stock Compensation and the Performance-based Stock Compensation to be received by Directors	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Approve Appropriation of Surplus: dividend of JPY 126	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Amend Articles to: Approve Minor Revisions Related to Change of Laws and Regulations	✓	✓

Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. The submitted changes are not detrimental to the shareholders' interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY

Amend Articles to: Establish the Articles Related to Shareholders Meeting Held without Specifying a Venue



Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. The submitted changes are not detrimental to the shareholders' interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04.01

BOARD

POLICY

Elect Keiichi Yoshi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 04.02

BOARD

POLICY

Elect Takeshi Kosokabe



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 04.03

BOARD

POLICY

Elect Yoshiyuki Murata



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 04.04	BOARD	POLICY
Elect Hirotsugu Otomo	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 04.05	BOARD	POLICY
Elect Tatsuya Urakawa	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 04.06	BOARD	POLICY
Elect Kazuhito Dekura	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 04.07	BOARD	POLICY
Elect Yoshinori Ariyoshi	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 04.08	BOARD	POLICY
Elect Keisuke Shimonishi	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 04.09	BOARD	POLICY
Elect Nobuya Ichiki	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.10			BOARD	POLICY
Elect Toshiya Nagase			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.11			BOARD	POLICY
Elect Yukiko Yabu			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.12			BOARD	POLICY
Elect Yukinori Kuwano			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04.13	BOARD	POLICY
Elect Miwa Seki	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04.14	BOARD	POLICY
Elect Kazuhiro Yoshizawa	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04.15	BOARD	POLICY
Elect Yujiro Ito	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 05.01	BOARD	POLICY
Elect Tomoyuki Nakazato	✓	✗
Proposer : Board		

The election of Committee members is the responsibility of the Board. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 05.02	BOARD	POLICY
Elect Yoshinori Hashimoto	✓	✓
Proposer : Board		

The election of Committee members is the responsibility of the Board. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Bonus	✓	✓
Proposer : Board		

It is in the interest of the company and its shareholders that the latter approve premiums and other forms of compensation for executives. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD POLICY

Approve Details of the Restricted-Stock Compensation and the Performance-based Stock Compensation to be received by Directors



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Osaka Gas Company Ltd (9532)	MEETING DATE 2022-06-28 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J62320114

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442010	Genus Canglobe Equity fund	104600

ITEM	PROPOSAL	BOARD	POLICY
01	Allocation of Profits/Dividends	✓	✓
02	Amendments to Articles	✓	✓
03	Amendments to Articles	✓	✓
04.01	Elect Takehiro Honjo	✓	✗
04.02	Elect Masataka Fujiwara	✓	✗
04.03	Elect Tadashi Miyagawa	✓	✗
04.04	Elect Takeshi Matsui	✓	✗
04.05	Elect Takayuki Tasaka	✓	✗
04.06	Elect Fumitoshi Takeguchi	✓	✗
04.07	Elect Hideo Miyahara	✓	✗
04.08	Elect Kazutoshi Murao	✓	✓
04.09	Elect Tatsuo Kijima	✓	✓
04.10	Elect Yumiko Sato	✓	✓
05	Elect Eriko Nashioka @ Eriko Maekawa as Statutory Auditor	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Allocation of Profits/Dividends	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Amendments to Articles	✓	✓

Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Amendments to Articles	✓	✓

Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04.01	BOARD	POLICY
Elect Takehiro Honjo	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is the Executive Chair of the Board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.02			BOARD	POLICY
Elect Masataka Fujiwara			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.03			BOARD	POLICY
Elect Tadashi Miyagawa			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.04			BOARD	POLICY
Elect Takeshi Matsui			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.05			BOARD	POLICY
Elect Takayuki Tasaka			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.06			BOARD	POLICY
Elect Fumitoshi Takeguchi			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.07			BOARD	POLICY
Elect Hideo Miyahara			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the policy. He received a significant sum of money during a single year (compensation or fees). A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.08			BOARD	POLICY
Elect Kazutoshi Murao			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.09			BOARD	POLICY
Elect Tatsuo Kijima			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.10			BOARD	POLICY
Elect Yumiko Sato			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Elect Eriko Nashioka @ Eriko Maekawa as Statutory Auditor			✓	✗
Proposer : Board			<hr/>	

The election of Committee members is the responsibility of the Board. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He received a significant sum of money during a single year (compensation or fees). A vote against the candidate was recorded.

<hr/>	Vote recorded
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PROXY SUMMARY

ISSUER NGK Insulators Ltd (5333)	MEETING DATE 2022-06-27 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J49076110

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442100	Genus Fossil Free Fund	138800

ITEM	PROPOSAL	BOARD	POLICY
01	Allocation of Profits/Dividends	✓	✓
02	Amendments to Articles	✓	✓
03.01	Elect Taku Oshima	✓	✗
03.02	Elect Shigeru Kobayashi	✓	✗
03.03	Elect Chiaki Niwa	✓	✗
03.04	Elect Ryohei Iwasaki	✓	✗
03.05	Elect Tadaaki Yamada	✓	✗
03.06	Elect Hideaki Shindo	✓	✗
03.07	Elect Hiroyuki Kamano	✓	✓
03.08	Elect Emiko Hamada @ Emiko Kato	✓	✓
03.09	Elect Kazuo Furukawa	✓	✓
04	Elect Takashi Kimura as Statutory Auditor	✓	✓
05	Elect Shuzo Hashimoto as Alternate Statutory Auditor	✓	✓
06	Adoption of Restricted Stock Plan	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Allocation of Profits/Dividends	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Amendments to Articles	✓	✓

Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03.01	BOARD	POLICY
Elect Taku Oshima	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 03.02	BOARD	POLICY
Elect Shigeru Kobayashi	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 03.03	BOARD	POLICY
Elect Chiaki Niwa	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 03.04	BOARD	POLICY
Elect Ryohei Iwasaki	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 03.05	BOARD	POLICY
Elect Tadaaki Yamada	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.06			BOARD	POLICY
Elect Hideaki Shindo			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.07			BOARD	POLICY
Elect Hiroyuki Kamano			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.08			BOARD	POLICY
Elect Emiko Hamada @ Emiko Kato			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 03.09	BOARD	POLICY
Elect Kazuo Furukawa	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Elect Takashi Kimura as Statutory Auditor	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the Board of Corporate Auditors is not exclusively made up of independent members. This nominee is deemed independent according to the policy. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Elect Shuzo Hashimoto as Alternate Statutory Auditor	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the Board of Corporate Auditors is not exclusively made up of independent members. This nominee is deemed independent according to the policy. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Adoption of Restricted Stock Plan



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Nippon Telegraph & Telephone Corporation (NTT / 9432)	MEETING DATE 2022-06-24 ,
COUNTRY Japan	RECORD DATE 2022-03-20
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 654624105 / J59396101

ITEM	PROPOSAL	BOARD	POLICY
01	Allocation of Profits/Dividends	✓	✓
02	Amendments to Articles	✓	✓
03.01	Elect Jun Sawada	✓	✗
03.02	Elect Akira Shimada	✓	✗
03.03	Elect Katsuhiko Kawazoe	✓	✗
03.04	Elect Takashi Hiroi	✓	✗
03.05	Elect Akiko Kudo	✓	✗
03.06	Elect Ken Sakamura	✓	✓
03.07	Elect Yukako Uchinaga	✓	✓
03.08	Elect Ryoji Chubachi	✓	✓
03.09	Elect Koichiro Watanabe	✓	✓
03.10	Elect Noriko Endo @ Noriko Tsujihiro	✓	✓
04.01	Elect Keiichiro Yanagi	✓	✗
04.02	Elect Kensuke Koshiyama	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Allocation of Profits/Dividends	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Amendments to Articles	✓	✓

Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03.01	BOARD	POLICY
Elect Jun Sawada	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.02	BOARD	POLICY
Elect Akira Shimada	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.03			BOARD	POLICY
Elect Katsuhiko Kawazoe			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.04			BOARD	POLICY
Elect Takashi Hiroi			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.05			BOARD	POLICY
Elect Akiko Kudo			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. She is currently an executive of the company. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.06			BOARD	POLICY
Elect Ken Sakamura			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.07			BOARD	POLICY
Elect Yukako Uchinaga			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.08			BOARD	POLICY
Elect Ryoji Chubachi			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 03.09	BOARD	POLICY
Elect Koichiro Watanabe	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 03.10	BOARD	POLICY
Elect Noriko Endo @ Noriko Tsujihiro	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04.01	BOARD	POLICY
Elect Keiichiro Yanagi	✓	✗
Proposer : Board		

We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. The company currently employs him. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04.02			BOARD	POLICY
Elect Kensuke Koshiyama			✓	✓
Proposer : Board				

We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Rohm Cl. Ltd (6963)	MEETING DATE 2022-06-24 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J65328122

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442100	Genus Fossil Free Fund	38100

ITEM	PROPOSAL	BOARD	POLICY
01.00	Allocation of Profits/Dividends	✓	✓
02.00	Amendments to Articles	✓	✓
03.01	Elect Isao Matsumoto	✓	✗
03.02	Elect Katsumi Azuma	✓	✗
03.03	Elect Kazuhide Ino	✓	✗
03.04	Elect Tetsuo Tateishi	✓	✗
03.05	Elect Koji Yamamoto	✓	✗
03.06	Elect Tadanobu Nagumo	✓	✓
03.07	Elect Peter Kenevan	✓	✓
03.08	Elect Kuniko Muramatsu	✓	✓
04.00	Adoption of Restricted Stock Plan	✓	✓

PROXY ANALYSIS

ITEM 01.00	BOARD	POLICY
Allocation of Profits/Dividends	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02.00			BOARD	POLICY
Amendments to Articles			✓	✓
Proposer : Board			<hr/>	

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03.01			BOARD	POLICY
Elect Isao Matsumoto			✓	✗
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.02			BOARD	POLICY
Elect Katsumi Azuma			✓	✗
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.03			BOARD	POLICY

Elect Kazuhide Ino



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.04

BOARD

POLICY

Elect Tetsuo Tateishi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.05

BOARD

POLICY

Elect Koji Yamamoto



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.06

BOARD

POLICY

Elect Tadanobu Nagumo



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.07

BOARD

POLICY

Elect Peter Kenevan



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.08

BOARD

POLICY

Elect Kuniko Muramatsu



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.00

BOARD

POLICY

Adoption of Restricted Stock Plan



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Toto Ltd (TYO:5332)	MEETING DATE 2022-06-24 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J90268103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442100	Genus Fossil Free Fund	28300

ITEM	PROPOSAL	BOARD	POLICY
01	Amendments to Articles	✓	✓
02.01	Elect Madoka Kitamura	✓	✗
02.02	Elect Noriaki Kiyota	✓	✗
02.03	Elect Satoshi Shirakawa	✓	✗
02.04	Elect Ryosuke Hayashi	✓	✗
02.05	Elect Tomoyuki Taguchi	✓	✗
02.06	Elect Shinya Tamura	✓	✗
02.07	Elect Toshiya Kuga	✓	✗
02.08	Elect Takayuki Shimizu	✓	✗
02.09	Elect Yojiro Taketomi	✓	✗
02.10	Elect Junji Tsuda	✓	✓
02.11	Elect Shigenori Yamauchi	✓	✓
03.01	Elect Shigeki Inoue	✓	✗
03.02	Elect Shuichi Sarasawa	✓	✗
03.03	Elect Yasushi Marumori	✓	✗
03.04	Elect Yukari Ienaga	✓	✗
04	Non-Audit Committee Directors' Fees	✓	✓

05	Audit Committee Directors' Fees	✓	✓
06	Amendments to Restricted Stock Plan	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Amendments to Articles	✓	✓
Proposer : Board		

The amendments generally clarify the current articles or bylaws and are administrative. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded	
ITEM 02.01	BOARD POLICY
Elect Madoka Kitamura	✓ ✗
Proposer : Board	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is the Executive Chair of the Board. A vote against the candidate was recorded.

Vote recorded	
ITEM 02.02	BOARD POLICY
Elect Noriaki Kiyota	✓ ✗
Proposer : Board	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.03			BOARD	POLICY
Elect Satoshi Shirakawa			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.04			BOARD	POLICY
Elect Ryosuke Hayashi			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.05			BOARD	POLICY
Elect Tomoyuki Taguchi			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.06			BOARD	POLICY
Elect Shinya Tamura			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.07			BOARD	POLICY
Elect Toshiya Kuga			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.08			BOARD	POLICY
Elect Takayuki Shimizu			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.09			BOARD	POLICY
Elect Yojiro Taketomi			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.10			BOARD	POLICY
Elect Junji Tsuda			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.11			BOARD	POLICY
Elect Shigenori Yamauchi			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.01			BOARD	POLICY
Elect Shigeki Inoue			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Audit Committee. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.02			BOARD	POLICY
Elect Shuichi Sarasawa			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He is a former executive of the company. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.03			BOARD	POLICY
Elect Yasushi Marumori			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He is a former executive of the company. A vote against the candidate was recorded.

Vote recorded		
ITEM 03.04	BOARD	POLICY
Elect Yukari Ienaga	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. She works for a law firm or a brokerage firm that receives significant annual fees from the company. A vote against the candidate was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Non-Audit Committee Directors' Fees	✓	✓
Proposer : Board		

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Audit Committee Directors' Fees	✓	✓
Proposer : Board		

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Amendments to Restricted Stock Plan



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Mitsubishi Corporation (8058)	MEETING DATE 2022-06-24 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J46830116

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442045	Genus Dividend Fund	111900

ITEM	PROPOSAL	BOARD	POLICY
01	Allocation of Profits/Dividends	✓	✓
02	Amendments to Articles	✓	✓
03.01	Elect Takehiko Kakiuchi	✓	✗
03.02	Elect Katsuya Nakanishi	✓	✗
03.03	Elect Norikazu Tanaka	✓	✗
03.04	Elect Yasuteru Hirai	✓	✗
03.05	Elect Yutaka Kashiwagi	✓	✗
03.06	Elect Yuzo Nouchi	✓	✗
03.07	Elect Akitaka Saiki	✓	✓
03.08	Elect Tsuneyoshi Tatsuoka	✓	✓
03.09	Elect Shunichi Miyanaga	✓	✓
03.10	Elect Sakie Akiyama	✓	✓
03.11	Elect Mari Sagiya @ Mari Itaya	✓	✓
04.01	Elect Mitsumasa Icho	✓	✗
04.02	Elect Mari Kogiso	✓	✓
05	Shareholder Proposal Regarding Aligning Business Strategy to the Paris Agreement	✗	✓
06	Shareholder Proposal Regarding Alignment of Capex With Net Zero by 2050 Scenario	✗	✓

PROXY ANALYSIS

ITEM 01

Allocation of Profits/Dividends

BOARD



POLICY



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02

Amendments to Articles

BOARD



POLICY



Proposer : Board

The goals of these modifications are to simplify foreign proxy voting and to improve shareholder communication with the corporation. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03.01

Elect Takehiko Kakiuchi

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. A vote against the candidate was recorded.

Vote recorded

ITEM 03.02

BOARD

POLICY

Elect Katsuya Nakanishi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.03

BOARD

POLICY

Elect Norikazu Tanaka



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.04

BOARD

POLICY

Elect Yasuteru Hirai



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.05

BOARD

POLICY

Elect Yutaka Kashiwagi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.06

BOARD

POLICY

Elect Yuzo Nouchi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.07

BOARD

POLICY

Elect Akitaka Saiki



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.08

BOARD

POLICY

Elect Tsuneyoshi Tatsuoka



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.09	BOARD	POLICY
Elect Shunichi Miyanaga	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.10	BOARD	POLICY
Elect Sakie Akiyama	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.11	BOARD	POLICY
Elect Mari Sagiya @ Mari Itaya	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.01	BOARD	POLICY
Elect Mitsumasa Icho	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the Board of Corporate Auditors is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is or has been an associate or a salaried employee of the company's internal or external auditing firm, and takes part in auditing activities. A vote against the candidate was recorded.

Vote recorded

ITEM 04.02	BOARD	POLICY
Elect Mari Kogiso	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the Board of Corporate Auditors is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 05	BOARD	POLICY
Shareholder Proposal Regarding Aligning Business Strategy to the Paris Agreement	✗	✓

Proposer : ND

In order to maintain and promote the long-term value of the company, given the risks and opportunities associated with climate change, and consistent with the company's support for the Paris Agreement, the shareholders want the company to adopt and disclose a short- and medium-term business plan of short- and medium-term greenhouse gas emission reduction targets aligned with the Paris Agreement. They want the targets to cover Scope 1, 2 and 3 greenhouse gas emissions and to be disclosed separately for each scope. The company will have to report on its progress on an annual basis. The company considers the "contribution to decarbonized companies" as a key management issue. In October 2021, it published its roadmap to become a carbon neutral company, in which it disclosed medium- and long-term goals to reduce GHG emissions. The 2024 Medium-Term Corporate Strategy outlines a series of actions to achieve international goals, such as those of the Sustainable Development Goals and the Paris Agreement, while fulfilling the company's mandate to meet energy demand. In this report, the company relies on the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). The company's reduction targets include a portion of the Scope 1 and Scope 2 emissions of its subsidiaries on a participation basis, corresponding to Scope 3 emissions. Thus, the company has formulated and disclosed reduction targets for part of its Scope 3 emissions. In 2021, the company responded to the CDP's request for information for its climate change program, an initiative supported by many investors. The company received a A- rating after the analysis of the information. This score testifies to the efforts made by the group to fight climate change. Although the company's disclosure is solid, it continues and expands the construction of thermal power plants and new oil and gas production contrary to the conclusions of the historical net zero scenario by 2050 produced by the International Energy Agency. By financing such projects, the company contradicts the goal and the timetable of net zero emissions by 2050 that it claims to support. Thus, we believe that the adoption of this proposal will put the company in a better position to manage transition risk and opportunities at an early stage, and to maintain the company's value in the long term as the company evolves towards a decarbonized economy. In order to try to curb the most negative impacts of climate change, the company's plan and its adherence to targets is essential. The proposal is very encouraging. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding Alignment of Capex With Net Zero by 2050 Scenario	✗	✓

Proposer : ND

In order to maintain and promote the long-term value of the company, given the risks and opportunities associated with climate change, and consistent with the company's support for the Paris Agreement, the shareholders want the company to adopt and disclose a short- and medium-term business plan of short- and medium-term greenhouse gas emission reduction targets aligned with the Paris Agreement. They want the targets to cover Scope 1, 2 and 3 greenhouse gas emissions and to be disclosed separately for each scope. The company will have to report on its progress on an annual basis. The company considers the "contribution to decarbonized companies" as a key management issue. In October 2021, it published its roadmap to become a carbon neutral company, in which it disclosed medium- and long-term goals to reduce GHG emissions. The 2024 Medium-Term Corporate Strategy outlines a series of actions to achieve international goals, such as those of the Sustainable Development Goals and the Paris Agreement, while fulfilling the company's mandate to meet energy demand. In this report, the company relies on the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). The company's reduction targets include a portion of the Scope 1 and Scope 2 emissions of its subsidiaries on a participation basis, corresponding to Scope 3 emissions. Thus, the company has formulated and disclosed reduction targets for part of its Scope 3 emissions. In 2021, the company responded to the CDP's request for information for its climate change program, an initiative supported by many investors. The company received a A- rating after the analysis of the information. This score testifies to the efforts made by the group to fight climate change. Although the company's disclosure is solid, it continues and expands the construction of thermal power plants and new oil and gas production contrary to the conclusions of the historical net zero scenario by 2050 produced by the International Energy Agency. By financing such projects, the company contradicts the goal and the timetable of net zero emissions by 2050 that it claims to support. Thus, we believe that the adoption of this proposal will put

the company in a better position to manage transition risk and opportunities at an early stage, and to maintain the company's value in the long term as the company evolves towards a decarbonized economy. In order to try to curb the most negative impacts of climate change, the company's plan and its adherence to targets is essential. The proposal is very encouraging. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Ono Pharmaceutical Co. Ltd (4528)	MEETING DATE 2022-06-23 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J61546115

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01	Allocation of Profits/Dividend: JPY 56	✓	✓
02	Amendments to Articles	✓	✓
03.01	Elect Gyo Sagara	✓	✗
03.02	Elect Toshihiro Tsujinaka	✓	✗
03.03	Elect Toichi Takino	✓	✗
03.04	Elect Isao Ono	✓	✗
03.05	Elect Kiyoaki Idemitsu	✓	✗
03.06	Elect Masao Nomura	✓	✓
03.07	Elect Akiko Okuno	✓	✓
03.08	Elect Shusaku Nagae	✓	✓
04	Directors' Fees	✓	✓
05	Adoption of Restricted Stock Plan	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Allocation of Profits/Dividend: JPY 56	✓	✓
Proposer : Board		

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Amendments to Articles	✓	✓

Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. The proposal is in the shareholders’ interest. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03.01	BOARD	POLICY
Elect Gyo Sagara	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 03.02	BOARD	POLICY
Elect Toshihiro Tsujinaka	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.03	BOARD	POLICY
Elect Toichi Takino	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.04	BOARD	POLICY
Elect Isao Ono	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.05	BOARD	POLICY
Elect Kiyooki Idemitsu	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 03.06	BOARD	POLICY
Elect Masao Nomura	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 03.07	BOARD	POLICY
Elect Akiko Okuno	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 03.08	BOARD	POLICY
Elect Shusaku Nagae	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Directors' Fees			✓	✓
Proposer : Board				

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Adoption of Restricted Stock Plan			✓	✓
Proposer : Board				

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Kroger Co. (The) (KR)	MEETING DATE 2022-06-23 ,
COUNTRY United States	RECORD DATE 2022-04-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 501044101

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Nora A. Aufreiter	✓	II
01.02	Elect Kevin M. Brown	✓	✓
01.03	Elect Elaine L. Chao	✓	II
01.04	Elect Anne Gates	✓	II
01.05	Elect Karen M. Hoguet	✓	✓
01.06	Elect W. Rodney McMullen	✓	II
01.07	Elect Clyde R. Moore	✓	II
01.08	Elect Ronald L. Sargent	✓	II
01.09	Elect Judith Amanda Sourry Knox	✓	✓
01.10	Elect Mark S. Sutton	✓	II
01.11	Elect Ashok Vemuri	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Amendment to the 2019 Long-Term Incentive Plan	✓	✗
05	Shareholder Proposal Regarding Report on Plastic Packaging	✗	✓
06	Shareholder proposal requesting that the Board of Directors issue a report on the extent to which the company's human rights statement protected farmworkers in its North American supply chain from human rights violations, including forced labour, sexual assault, heat exhaustion, and COVID-19, during the pandemic.	✗	✓
07	Shareholder Proposal Regarding Refrigerants Report	✗	✓

08

Shareholder proposal requesting that the Board of directors analyze and report on the risks of increased labour market pressures on its business plan. The report should indicate the extent to which the company's workforce strategy includes competitive pay, benefits and security conditions for all employees, regardless of gender and race.



PROXY ANALYSIS

ITEM 01.01

BOARD

POLICY

Elect Nora A. Aufreiter



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of MYT Netherlands Parent BVC and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Kevin M. Brown



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Elaine L. Chao



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Anne Gates		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of Tapestry inc and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Karen M. Hoguet		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect W. Rodney McMullen		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD		POLICY	
	BOARD		POLICY	
Elect Clyde R. Moore	✓			

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD		POLICY	
	BOARD		POLICY	
Elect Ronald L. Sargent	✓			

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD		POLICY	
	BOARD		POLICY	

Elect Judith Amanda Sourry Knox		✓		✓
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Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

				Vote recorded
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ITEM 01.10			BOARD	POLICY
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Elect Mark S. Sutton		✓		
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Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of International Paper Company and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

				Vote recorded
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ITEM 01.11			BOARD	POLICY
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Elect Ashok Vemuri		✓		✓
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Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

				Vote recorded
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ITEM 02			BOARD	POLICY
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Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. The CEO is paid more than 3 times the compensation of another named executive and the CEO to median employee pay ratio is higher than 170:1. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Amendment to the 2019 Long-Term Incentive Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. This plan's share-dilution rate is over 5%. The plan makes provisions for share grants to company consultants, suppliers, or contractual employees. Stock appreciation rights are akin to phantom stock. This type of grant does not align Management's interests those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY



Proposer : Board

In this proposal, the shareholders request that Kroger's board of directors issue a report describing how the company could reduce its use of plastic in line with the one-third reduction findings of the Pew Charitable Trusts report, or other authoritative sources, to reduce its contributions to ocean pollution. In recent years, the effects of ocean gyres, which act to channel plastic pollution at high concentrations, have come under increasing scrutiny. The most notorious example is known as the Great Pacific Garbage Patch, which was recently found to cover an area about four times the size of California and is growing at an exponential rate (Livia Albeck-Ripka. "The 'Great Pacific Garbage Patch' Is Ballooning, 87 000 Tonnes of Plastic and Counting." New York Times. March 22, 2018). Soon, companies using plastic packaging could collectively face an annual financial risk of about \$100 billion if governments require them to cover the waste management costs of the packaging they use, a policy that is increasingly being adopted around the world. Pew Charitable Trusts released a study concluding that if all current industry and government commitments were met, plastic deposits in the oceans would be reduced by only 7%, and without immediate and sustained new commitments throughout the plastics value chain, annual plastic flows to the oceans could nearly triple by 2040. Pew's report also finds that improving recycling must be combined with reductions in use, the reworking of materials, and substitution, and indicates that the demand for plastic must be reduced by at least a third. The company does not appear to have a virgin plastic reduction goal, while at least seventeen other publicly traded consumer goods companies have virgin plastic reduction goals. By complying with the proposal and evaluating the benefits of significantly reducing the amount of plastics used in its packaging, the company could avoid regulatory, environmental, and competitive risks and keep pace with its peers by taking additional steps to reduce plastic pollution from its products, including, for example, decoupling business growth from its consumption of virgin plastics. Assessing and disclosing the reputational, financial and operational risks associated with the continued use of significant amounts of plastic packaging despite the global problem of plastic pollution could protect shareholders as well as the group. We understand the environmental risks associated with plastic pollution and believe that it is important for companies to make an effort to ensure that they mitigate their contribution to this problem as much as possible. In this case, we believe the company needs to take significant steps and provide adequate information regarding its plastic footprint reduction, packaging sustainability improvements and recycling initiatives. Therefore, we believe that the adoption of this proposal is justified. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY



Shareholder proposal requesting that the Board of Directors issue a report on the extent to which the company's human rights statement protected farmworkers in its North American supply chain from human rights violations, including forced labour, sexual assault, heat exhaustion, and COVID-19, during the pandemic.



Proposer : Board

The discovery of serious violations to human rights and worker rights within the activities and the supply chain of a company can expose them to significant legal, operational and reputational risks, or even to boycott and disinvestment. The adoption of a policy on human rights and a code of conduct for its suppliers that is credible, complete, and consistent with internationally recognized standards, allows mitigating these risks, insofar as the company ensures compliance with its policies through recognized independent auditors. It must also take measures to efficiently identify, assess and mitigate the risk related to violation of these human rights in its activities and its supply chain. In addition, as set out in the United Nations Guiding Principles on Business and Human Rights, the company must implement a procedure of due diligence on human rights, as well as procedures to deal with all the negative impacts on human rights it may have or to which it contributes. In the case of Kroger, we note that the company, which is in a high-risk human rights sector, has an extensive human rights statement committing to

human rights as defined in the Universal Declaration of Human Rights and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, major internationally recognized normative references. Kroger also promised to improve its disclosure and establish a due diligence process. In 2022, it will begin its first human rights impact assessment, which will pay particular attention to farmworkers and migrant workers, especially in California. In addition, Kroger uses independent auditors to ensure that its suppliers comply with its code of conduct. His efforts and commitments are encouraging and deserve to be highlighted. Nevertheless, we note that Kroger did not perform well in the KnowTheChain and Corporate Human Rights Benchmark (CHRB) rankings released in 2021, which focus on human rights risk management. In its benchmarking study of 43 food and beverage giants' public efforts to protect employees in their supply chain from forced labour, KnowTheChain ranks Kroger 25th, with a score of 25 out of 100, which is well below the industry average (28 out of 100) and its previous score (34 out of 100). Its performance leaves much to be desired in particular with regard to purchasing practices, recruitment, and the ability for workers to express their grievances, key areas for the fight against forced labor. As for the CHRB ranking, Kroger received a score of 7.5 out of 26, while the industry average is 10.3 out of 26, and it received only one point out of a possible total of 10 for the indicators related to due diligence. Finally, it should be noted that Kroger has been the subject of recent controversies over the working conditions of its employees in the United States. Therefore, even if Kroger discloses information related to human rights and seems to be working to improve its performance in this regard, we believe that it remains in the interests of shareholders to support the proposal in order to encourage it to redouble its efforts, including due diligence. In addition, the additional information requested would allow shareholders to better assess the effectiveness of Kroger's policies and measures to protect the fundamental rights of workers in its North American supply chain. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Shareholder Proposal Regarding Refrigerants Report		
Proposer : Board		

In this proposal, shareholders request that Kroger publish a report describing how it can adopt strategies beyond legal compliance to reduce the predominant source of its operational GHG emissions (Scope 1), by deploying best available technology options to eliminate the use of hydrofluorocarbons ("HFCs") in refrigeration. The report should describe the extent to which the company will act in accordance with the Consumer Goods Forum's commitments on ultra-low GWP refrigerants, including any related capital expenditure commitments, or explain why the company is not acting in accordance with these commitments. The cooling industry accounts for about 10% of global CO2 emissions, three times the amount produced by aviation and shipping combined. Over the past three decades, governments around the world have pledged to crack down on the powerful, climate-warming chemicals used as coolants, while companies have begun to look for natural, less polluting alternatives. The most common type of refrigerant used to be chlorofluorocarbons ("CFCs"), but after it was discovered that they depleted the ozone layer, there was a worldwide effort to phase them out. The 1987 Montreal Protocol, a landmark environmental agreement signed by more than 200 countries, led to a halt in the production of these environmentally harmful chemicals. HFCs are potent greenhouse gases, with a high global warming potential ("GWP"), making them hundreds to thousands of times more potent than carbon dioxide in contributing to climate change per unit mass. The company's reports indicate that refrigerant emissions may account for 63% of its Scope 1 emissions. The company has taken steps to reduce refrigerant leaks in its stores, but refrigerant emissions cannot be eliminated by reducing leaks alone, and the Company has not referenced any strategies to adopt ultra-low GWP technologies. In addition, the company's Scope 3 emissions disclosures are non-existent, and it responded to CDP's request, in 2021, for information for its climate change program, an initiative supported by many investors. The company received a C rating after the analysis of the information. This score testifies to the many efforts made by the group to fight climate change. Thus, it must continue to improve its disclosure and achieve its objectives. A recent UN report estimates that the phasing out of HFCs worldwide will reduce their future impact on warming from 0.5°C to less than 0.1°C. The Board of Consumer Goods Forum, a group of major retailers and consumer

goods manufacturers of which the Company is a member, approved a 2016 resolution to mobilize resources to abandon HFCs. Proactive adoption of ultra-low GWP technologies would not only reduce Scope 1 emissions, but could ultimately be more cost-effective, as trends in Europe indicate that HFC prices could increase by as much as 1300%. We believe that the company is aware and has taken measures to mitigate the environmental impact of its refrigeration systems. We encourage the company to take into account increasing risks, especially given the recent regulatory dynamics, and we consider that the company's approach to environmental stewardship and refrigerant management can be improved positively for shareholder value. The adoption of this proposal would materially benefit shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Shareholder proposal requesting that the Board of directors analyze and report on the risks of increased labour market pressures on its business plan. The report should indicate the extent to which the company's workforce strategy includes competitive pay, benefits and security conditions for all employees, regardless of gender and race.



Proposer : Board

As companies deal with labour shortages and the "Great Resignation" phenomenon in the U.S., the risks and opportunities associated with human capital management appear more important than ever. The way they treat their staff can have a decisive effect on the recruitment and retention of top talent, as well as on employee productivity and morale. As BMO Global Asset Management points out, "The mistreatment of workers can become a competitive disadvantage if they underperform, quit their jobs and go to other employers, or file lawsuits. Conversely, good workforce management can lead to higher retention rates and increased customer satisfaction." In addition, controversies surrounding the treatment of employees can damage their image, while failing to respect human and labour rights within their operations and supply chain can expose them to significant financial, legal, operational, and reputational risks, and even boycotts and divestments, which can damage shareholder value. In the case of Kroger, we see that the company is part of an industry that is very much affected by labour shortages. In fact, CEO Rodney McMullen admitted that one of Kroger's biggest challenges is the staffing shortage, with about 20,000 positions to fill, and that one of its biggest challenges is finding talented people. As a result, Kroger raised its salaries and offered better benefits to its employees in 2021. Nevertheless, we note that the company has been the subject of numerous high-profile controversies regarding its working conditions, which may have damaged its reputation and its ability to recruit and retain employees. For example, its decision to reduce the compensation offered to workers for the risks of COVID-19, while its CEO received a record \$22.4 million in compensation, caused a scandal in 2021. The "hero bonus" of \$2 per hour, announced at the beginning of the pandemic, was thus reduced in May 2020 as the number of cases continued to rise. At the time, Kroger had come under a lot of criticism. Now, in May 2021, it was revealed that McMullen's compensation grew by 6% in 2020 and that he earned 909 times the median employee salary, causing a new outcry. In February 2021, the announcement that Kroger was going to close two stores in Seattle after the adoption of a municipal by-law requiring the payment of a risk allowance for grocery store employees who continued to work during the pandemic was also widely denounced. In addition, in January 2022, more than 8,000 Kroger employees in Colorado spent 10 days on strike for higher pay, better health benefits, and stricter measures against COVID-19. Finally, the New York Times reported, in February 2022, that a survey of more than 10,000 Kroger employees revealed, among other things, that about 75% of them did not have constant access to enough food to lead a healthy and active lifestyle, while 63% said they did not earn enough salary to be able to pay their basic expenses each month. In this context, we believe that it is reasonable and in the interests of shareholders for Kroger to provide more information on its workforce strategy, in particular with respect to salaries, benefits, and safety conditions, which would allow shareholders to better assess how it manages human capital issues and mitigates the risks associated with them. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER KDDI Corporation (9433)	MEETING DATE 2022-06-22 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J31843105

POLICY: Share - Genus

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01	Allocation of Profits/Dividend: JPY 125	✓	✓
02	Amendments to Articles	✓	✓
03.01	Elect Takashi Tanaka	✓	✗
03.02	Elect Makoto Takahashi	✓	✗
03.03	Elect Shinichi Muramoto	✓	✗
03.04	Elect Keiichi Mori	✓	✗
03.05	Elect Toshitake Amamiya	✓	✗
03.06	Elect Kazuyuki Yoshimura	✓	✗
03.07	Elect Goro Yamaguchi	✓	✗
03.08	Elect Keiji Yamamoto	✓	✗
03.09	Elect Riyo Kano	✓	✗
03.10	Elect Shigeki Goto	✓	✓
03.11	Elect Tsutomu Tannowa	✓	✓
03.12	Elect Junko Okawa	✓	✓
04	Elect Noboru Edagawa as Statutory Auditor	✓	✗
05	Amendment to the Trust Type Equity Plans	✓	✓
06	Statutory Auditors' Fees	✓	✓

PROXY ANALYSIS

ITEM 01

Allocation of Profits/Dividend: JPY 125

BOARD



POLICY



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02

Amendments to Articles

BOARD



POLICY



Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03.01

Elect Takashi Tanaka

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is the Executive Chair of the Board. A vote against the candidate was recorded.

Vote recorded

ITEM 03.02

BOARD

POLICY

Elect Makoto Takahashi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.03

BOARD

POLICY

Elect Shinichi Muramoto



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.04

BOARD

POLICY

Elect Keiichi Mori



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.05

BOARD

POLICY

Elect Toshitake Amamiya

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.06	BOARD	POLICY
Elect Kazuyuki Yoshimura	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.07	BOARD	POLICY
Elect Goro Yamaguchi	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with a principal shareholder. A vote against the candidate was recorded.

Vote recorded

ITEM 03.08	BOARD	POLICY
Elect Keiji Yamamoto	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with a principal shareholder. A vote against the candidate was recorded.

Vote recorded

ITEM 03.09	BOARD	POLICY
Elect Riyo Kano	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the policy. She works for a law firm or a brokerage firm that receives significant annual fees from the company. A vote against the candidate was recorded.

Vote recorded

ITEM 03.10	BOARD	POLICY
Elect Shigeki Goto	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.11	BOARD	POLICY
Elect Tsutomu Tannowa	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.12	BOARD	POLICY
Elect Junko Okawa	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
Elect Noboru Edagawa as Statutory Auditor	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the Board of Corporate Auditors is not exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently an executive of the company. A vote against the candidate was recorded.

Vote recorded

ITEM 05	BOARD	POLICY
Amendment to the Trust Type Equity Plans	✓	✓

Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

Statutory Auditors' Fees

BOARD POLICY



Proposer : Board

The remuneration of the Statutory Auditors meets the criteria of the policy. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER CI Financial Corporation (CIX)	MEETING DATE 2022-06-22 ,
COUNTRY Canada	RECORD DATE 2022-05-02
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 125491100

ITEM	PROPOSAL	BOARD	POLICY
01.01	To approve the election of the director: William Butt	✓	✓
01.02	To approve the election of the director: Brigitte Chang-Addorisio	✓	✓
01.03	To approve the election of the director: William Holland	✓	
01.04	To approve the election of the director: Kurt McAlpine	✓	
01.05	To approve the election of the director: David Miller	✓	
01.06	To approve the election of the director: Tom Muir	✓	
01.07	To approve the election of the director: Paul Perrow	✓	
01.08	To approve the election of the director: Sarah Ward	✓	✓
02	To approve the appointment of the auditing firm Ernst & Young.	✓	✓
03	Advisory Vote on Executive Compensation.	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
To approve the election of the director: William Butt	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
To approve the election of the director: Brigitte Chang-Addorisio		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
To approve the election of the director: William Holland		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
To approve the election of the director: Kurt McAlpine		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
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To approve the election of the director: David Miller



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

To approve the election of the director: Tom Muir



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

To approve the election of the director: Paul Perrow



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
To approve the election of the director: Sarah Ward	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
To approve the appointment of the auditing firm Ernst & Young.	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation.	✓	✗

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Compensation is not based on company performance. Broad discretionary power is granted to directors regarding the implementation of the share plan. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER B2Gold Corporation (BTO)	MEETING DATE 2022-06-22 ,
COUNTRY Canada	RECORD DATE 2022-05-05
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 11777Q209

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717031	Genus Pooled Funds - 160717031	954000

ITEM	PROPOSAL	BOARD	POLICY
01	Board Size	✓	✗
02.01	Elect Kevin Bullock	✓	✓
02.02	Elect Robert Cross	✓	
02.03	Elect Robert Gayton	✓	
02.04	Elect Clive Johnson	✓	
02.05	Elect George Johnson	✓	✓
02.06	Elect Liane Kelly	✓	
02.07	Elect Jerry R. Korpan	✓	
02.08	Elect Bongani Mtshisi	✓	
02.09	Elect Robin Weisman	✓	
03	Appointment of Auditor and Authority to Set Fees	✓	✓
04	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Board Size	✓	✗
Proposer : Board		

This proposal asks that the number of directors be fixed, while the two-thirds of the board are not made up of independent directors. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02.01			BOARD	POLICY
Elect Kevin Bullock			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.02			BOARD	POLICY
Elect Robert Cross			✓	
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.03			BOARD	POLICY
Elect Robert Gayton			✓	
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.04			BOARD	POLICY
Elect Clive Johnson			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.05			BOARD	POLICY
Elect George Johnson			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.06			BOARD	POLICY
Elect Liane Kelly			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She is a former executive of the company. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.07			BOARD	POLICY
Elect Jerry R. Korpan				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.08			BOARD	POLICY
Elect Bongani Mtshisi				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.09			BOARD	POLICY
Elect Robin Weisman				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees			<div>✓</div>	<div>✓</div>
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The length of the relationship between the company and the auditing firm meets the policy criteria. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Advisory Vote on Executive Compensation			<div>✓</div>	<div>✓</div>
Proposer : Board				

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Metlife Inc. (MET)	MEETING DATE 2022-06-21 ,
COUNTRY United States	RECORD DATE 2022-04-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 59156R108

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Cheryl W. Grisé	✓	✗
01.02	Elect Carlos M. Gutierrez	✓	✗
01.03	Elect Carla A. Harris	✓	✓
01.04	Elect Gerald L. Hassell	✓	✓
01.05	Elect David L. Herzog	✓	✓
01.06	Elect R. Glenn Hubbard	✓	✗
01.07	Elect Edward J. Kelly, III	✓	✓
01.08	Elect William E. Kennard	✓	✓
01.09	Elect Michel A. Khalaf	✓	✓
01.10	Elect Catherine R. Kinney	✓	✗
01.11	Elect Diana L. McKenzie	✓	✓
01.12	Elect Denise M. Morrison	✓	✗
01.13	Elect Mark A. Weinberger	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect Cheryl W. Grisé



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Carlos M. Gutierrez



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Carla A. Harris



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Gerald L. Hassell



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect David L. Herzog



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect R. Glenn Hubbard



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Edward J. Kelly, III



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect William E. Kennard	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Michel A. Khalaf	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Catherine R. Kinney	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Diana L. McKenzie	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect Denise M. Morrison	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect Mark A. Weinberger	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Bausch Health Companies Inc. (NYSE:BHC)	MEETING DATE 2022-06-21 ,
COUNTRY United States	RECORD DATE 2022-04-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 071734107

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Thomas J. Appio	✓	
01.02	Elect Richard U. De Schutter	✓	✓
01.03	Elect Brett M. Icahn	✓	
01.04	Elect Argeris N. Karabelas	✓	✓
01.05	Elect Sarah B. Kavanagh	✓	
01.06	Elect Steven D. Miller	✓	
01.07	Elect Richard C. Mulligan	✓	
01.08	Elect Joseph C. Papa	✓	
01.09	Elect Robert N. Power	✓	
01.10	Elect Russel C. Robertson	✓	
01.11	Elect Thomas W. Ross, Sr.	✓	
01.12	Elect Amy B. Wechsler	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Amendment to the 2014 Omnibus Incentive Plan	✓	
04	Appointment of Auditor and Authority to Set Fees	✓	✓

PROXY ANALYSIS

ITEM 01.01

BOARD

POLICY

Elect Thomas J. Appio



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Richard U. De Schutter



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Brett M. Icahn



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has other significant types of economic relationships with a principal shareholder. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Argeris N. Karabelas



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Sarah B. Kavanagh		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Steven D. Miller		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has other significant types of economic relationships with a principal shareholder. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY

Elect Richard C. Mulligan



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the CEO of another company and sits on more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Joseph C. Papa



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Robert N. Power



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Russel C. Robertson



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Thomas W. Ross, Sr.



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.12

BOARD

POLICY

Elect Amy B. Wechsler



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation		

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Amendment to the 2014 Omnibus Incentive Plan		

Proposer : Board

The share plan is part of a global share-based compensation plan, which opposes the policy. This plan's share-dilution rate is over 10%. Stock appreciation rights are akin to phantom stock. This type of grant does not align Management's interests those of shareholders because the risk of holding shares is not real. In the absence of the option against, an abstention was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees		

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Komatsu Ltd (KMTUY)	MEETING DATE 2022-06-21 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J35759125

POLICY: Share - Genus

ITEM	PROPOSAL	BOARD	POLICY
01	Allocation of Profits/Dividend: JPY 96	✓	✓
02	Amendments to Articles	✓	✓
03.01	Elect Tetsuji Ohashi	✓	✗
03.02	Elect Hiroyuki Ogawa	✓	✗
03.03	Elect Masayuki Moriyama	✓	✗
03.04	Elect Kiyoshi Mizuhara	✓	✗
03.05	Elect Takeshi Horikoshi	✓	✗
03.06	Elect Takeshi Kunibe	✓	✗
03.07	Elect Arthur M. Mitchell	✓	✓
03.08	Elect Naoko Saiki	✓	✓
03.09	Elect Michitaka Sawada	✓	✓
04	Elect Tatsuro Kosaka as Statutory Auditor	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Allocation of Profits/Dividend: JPY 96	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Amendments to Articles	✓	✓
Proposer : Board		

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03.01	BOARD	POLICY
Elect Tetsuji Ohashi	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is the Executive Chair of the Board. A vote against the candidate was recorded.

Vote recorded		
ITEM 03.02	BOARD	POLICY
Elect Hiroyuki Ogawa	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.03	BOARD	POLICY
Elect Masayuki Moriyama	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.04	BOARD	POLICY
Elect Kiyoshi Mizuhara	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.05	BOARD	POLICY
Elect Takeshi Horikoshi	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03.06	BOARD	POLICY
Elect Takeshi Kunibe	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is a former executive of the company. A vote against the candidate was recorded.

Vote recorded

ITEM 03.07	BOARD	POLICY
Elect Arthur M. Mitchell	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.08	BOARD	POLICY
Elect Naoko Saiki	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03.09			BOARD	POLICY
Elect Michitaka Sawada			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Elect Tatsuro Kosaka as Statutory Auditor			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the Board of Corporate Auditors is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

PROXY SUMMARY

ISSUER Mizuho Financial Group Inc. (8411)	MEETING DATE 2022-06-21 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J4599L102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442045	Genus Dividend Fund	165100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Tatsuo Kainaka	✓	✗
01.02	Elect Yoshimitsu Kobayashi	✓	✗
01.03	Elect Ryoji Sato	✓	✓
01.04	Elect Takashi Tsukioka	✓	✗
01.05	Elect Masami Yamamoto	✓	✗
01.06	Elect Izumi Kobayashi	✓	✗
01.07	Elect Seiji Imai	✓	✗
01.08	Elect Hisaaki Hirama	✓	✗
01.09	Elect Masahiro Kihara	✓	✗
01.10	Elect Makoto Umemiya	✓	✗
01.11	Elect Motonori Wakabayashi	✓	✗
01.12	Elect Nobuhiro Kaminoyama	✓	✗
02.00	Amendments to Articles	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Tatsuo Kainaka	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Yoshimitsu Kobayashi	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Ryoji Sato	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Takashi Tsukioka	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Masami Yamamoto	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Izumi Kobayashi	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Seiji Imai	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Hisaaki Hirama	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on this committee. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Masahiro Kihara	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Makoto Umemiya	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Motonori Wakabayashi	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect Nobuhiro Kaminoyama	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 02.00	BOARD	POLICY
Amendments to Articles	✓	✓

Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Tokyo Electron Ltd (8035)	MEETING DATE 2022-06-21 ,
COUNTRY Japan	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES J86957115

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442096	Genus Pooled Funds - Fossil Free Dividend Fund - 000442096	1400

ITEM	PROPOSAL	BOARD	POLICY
01.00	Amendments to Articles	✓	✓
02.01	Elect Toshiki Kawai	✓	✗
02.02	Elect Sadao Sasaki	✓	✗
02.03	Elect Yoshikazu Nunokawa	✓	✗
02.04	Elect Michio Sasaki	✓	✗
02.05	Elect Makiko Eda	✓	✓
02.06	Elect Sachiko Ichikawa	✓	✓
03.00	Bonus	✓	✗
04.00	Equity Compensation Plan for Inside directors	✓	✗
05.00	Equity Compensation Plan for Executive Officers	✓	✗

PROXY ANALYSIS

ITEM 01.00	BOARD	POLICY
Amendments to Articles	✓	✓
Proposer : Board		

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02.01	BOARD	POLICY
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Elect Toshiki Kawai



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 02.02

BOARD

POLICY

Elect Sadao Sasaki



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 02.03

BOARD

POLICY

Elect Yoshikazu Nunokawa



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 02.04

BOARD

POLICY

Elect Michio Sasaki

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. He is the Executive Vice-President of SHIFT Inc. and sits on more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 02.05	BOARD	POLICY
Elect Makiko Eda	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02.06	BOARD	POLICY
Elect Sachiko Ichikawa	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. As it is written in the Japanese legislation, the Board of Directors is not composed of any of the 3 key-committees, since there is a Board of Corporate Auditors. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.00	BOARD	POLICY

Bonus



Proposer : Board

The information submitted is not sufficient to allow an assessment of the principles, structure and components of the compensation policy, such as executives' employment contracts, and particularly, their hiring and termination conditions. A vote against the proposal was recorded.

Vote recorded

ITEM 04.00

BOARD

POLICY

Equity Compensation Plan for Inside directors



Proposer : Board

The compensation plan includes the granting of options whose terms do not meet all the criteria of the policy. The option-exercise price is not set to at least 100% of the fair market value for shares that are issued and outstanding at the time of the granting of options. A vote against the proposal was recorded.

Vote recorded

ITEM 05.00

BOARD

POLICY

Equity Compensation Plan for Executive Officers



Proposer : Board

The proposed compensation plan does not meet all the criteria of the policy. The company does not disclose the specific criteria that underpin its share-based compensation programs. The exercise price is lowered to JPY 1. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Mastercard Inc. (MA)	MEETING DATE 2022-06-21 ,
COUNTRY United States	RECORD DATE 2022-04-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 57636Q104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	2800
160717026	Genus Canglobe Equity fund - 160717026	4800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Merit E. Janow	✓	✗
01.02	Elect Candido Botelho Bracher	✓	✓
01.03	Elect Richard K. Davis	✓	✓
01.04	Elect Julius Genachowski	✓	✓
01.05	Elect GOH Choon Phong	✓	✓
01.06	Elect Oki Matsumoto	✓	✗
01.07	Elect Michael Miebach	✓	✓
01.08	Elect Youngme E. Moon	✓	✓
01.09	Elect Rima Qureshi	✓	✗
01.10	Elect Gabrielle Sulzberger	✓	✓
01.11	Elect Jackson P. Tai	✓	✗
01.12	Elect Harit Talwar	✓	✓
01.13	Elect Lance Uggla	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor : PwC	✓	✓
04	Restoration of Right to Call a Special Meeting	✓	✓
05	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

06	Shareholder Proposal requiring that future political donations to objectors of the 2020 presidential election receive written approval of a majority of Company directors	✗	✓
07	Shareholder Proposal Regarding Charitable Contributions Disclosure	✗	✗
08	Shareholder proposal requesting that the Board of Directors conduct an evaluation and issue a report describing whether MasterCard intends to reduce the risk associated with the processing of payments involving its electronic payment services for the sale and purchase of untraceable firearms, including ghost gun loans.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Merit E. Janow	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Candido Botelho Bracher	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY

Elect Richard K. Davis



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Julius Genachowski



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect GOH Choon Phong



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Oki Matsumoto



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Monex Group and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect Michael Miebach		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Youngme E. Moon		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Rima Qureshi		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Gabrielle Sulzberger	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Jackson P. Tai	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect Harit Talwar	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.13			BOARD	POLICY
Elect Lance Uggla			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. He is CEO of BeyondNetZero and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific targets of the criteria that underpin its performance-based compensation programs. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Ratification of Auditor : PwC			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Restoration of Right to Call a Special Meeting			<div>✓</div>	<div>✓</div>
Proposer : Board				

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 15% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Shareholder Proposal Regarding Right to Call Special Meetings			<div>✗</div>	<div>✓</div>
Proposer : John Chevedden				

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
Shareholder Proposal requiring that future political donations to objectors of the 2020 presidential election receive written approval of a majority of Company directors			<div>✗</div>	<div>✓</div>
Proposer : Michael J. Timko				

The policy opposes political donations. However, given that the company makes political contributions on an annual basis, it seems desirable to provide a framework for them, in particular by applying the recommendation of the proposal submitted here. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY

Proposer : National Legal and Policy Center

The proponent is known for his conservative positions and for tabling proposals that are arguably anti-ESG. We generally support disclosure of corporate financial contributions. However, the proponent specifically targets charitable spending by requiring Mastercard to disclose the names and addresses of recipients for any donation over USD 999, which seems burdensome and unhelpful to investors. The company's disclosures seem adequate. Given the nature of the proponent and its unclear motivations, a vote against the proposal is recommended. A vote against the proposal was recorded.

Vote recorded

ITEM 08

BOARD

POLICY

Shareholder proposal requesting that the Board of Directors conduct an evaluation and issue a report describing whether MasterCard intends to reduce the risk associated with the processing of payments involving its electronic payment services for the sale and purchase of untraceable firearms, including ghost gun loans.

X

✓

Proposer : Employees' Retirement System of Rhode Island

The problem of gun violence in the United States is not new, and the data, which attest to its magnitude, show that it is not going to go away. For example, more Americans died from firearm-related injuries in 2020 than in any other year on record. According to the U.S. Centers for Disease Control and Prevention (CDC), there were more than 45,222 deaths in 2020, a 35 percent increase from 2019. In terms of mass shootings (at least 4 people injured or killed, excluding the shooter), Gun Violence Archive reports that as of June 17, 2022, there have been 268 year-to-date, while in 2021 there have been a total of 692, the most since 2014. However, the current popularity of ghost guns can only magnify the problem, since their purchasers do not need to have a gun permit or undergo a criminal and psychiatric background check. In fact, since 2013, ghost weapons have been used in at least 3 mass killings, including one at a high school. In addition, these weapons are sold in parts without serial numbers, which makes it virtually impossible to trace them back to their owner. In response to the proliferation of these weapons, some cities and States in the United States have passed legislation to limit or ban their sale. In April 2022, the Biden administration also issued an executive order to subject these weapons to the same requirements as already mounted firearms that can be legally purchased. These new rules are expected to come into force in August 2022. Concerned about MasterCard's involvement in the sale and purchase of ghost weapons, the Rhode Island Treasurer General asked MasterCard to assess the risks that ghost weapons dealers pose to its business, including regulatory, legal, financial and reputational risks. It notes that MasterCard has already been pressured to restrict the purchase of untraceable weapons through its cards or electronic payment services, including by prosecutors and police leaders. In addition, the Rhode Island General Treasurer notes that on one occasion MasterCard took steps to reduce its role in facilitating harmful and potentially illegal transactions. In December 2020, the company actually stopped the use of its cards on Pornhub, following allegations that the website was profiting from content that included rape, among other things. As an added reminder, there are already online payment services that prohibit the use of their platform for the sale and purchase of firearms, including Apple Pay, PayPal, Stripe and Square. Given the importance of the issue of gun violence in the United States, the dire consequences of untraceable firearms that can be used by criminals, muggers, or people who are prohibited from owning guns by yet permissive laws, the reputational risks to the company associated with facilitating gun transactions the potential for increased regulatory scrutiny of such sales in the United States in the coming weeks, and the fact that there is precedent for the company to take voluntary steps to prevent its products from facilitating potentially dangerous or illegal transactions, we believe it is reasonable, appropriate, and in the best interests of shareholders for MasterCard to implement the proposal and thereby disclose more information about its management of the risks associated with the use of its products for the sale and purchase of ghost weapons. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Tesco PLC (TSCO)	MEETING DATE 2022-06-17 ,
COUNTRY United Kingdom	RECORD DATE 2022-06-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G87621101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442045	Genus Dividend Fund	1236300

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✓
02	Remuneration Policy	✓	✓
03	Remuneration Report	✓	✓
04	Final Dividend	✓	✓
05	Elect John M. Allan	✓	✓
06	Elect Melissa Bethell	✓	✓
07	Elect Bertrand Bodson	✓	✗
08	Elect Thierry Garnier	✓	✗
09	Elect Stewart Gilliland	✓	✗
10	Elect Byron Grote	✓	✓
11	Elect Ken Murphy	✓	✓
12	Elect Imran Nawaz	✓	✓
13	Elect Alison Platt	✓	✓
14	Elect Lindsey Pownall	✓	✓
15	Elect Karen Whitworth	✓	✓
16	Appointment of Auditor	✓	✓
17	Authority to Set Auditor's Fees	✓	✓

18	Authorisation of Political Donations	✓	✗
19	Authority to Issue Shares w/ Preemptive Rights	✓	✗
20	Authority to Issue Shares w/o Preemptive Rights	✓	✓
21	Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)	✓	✓
22	Authority to Repurchase Shares	✓	✓
23	Authority to Set General Meeting Notice Period at 14 Days	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Accounts and Reports	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Remuneration Policy	✓	✓

Proposer : Board

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
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Remuneration Report



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Final Dividend



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Elect John M. Allan



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Elect Melissa Bethell



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 07

Elect Bertrand Bodson

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the CEO of another company and sits on more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 08

Elect Thierry Garnier

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Kingfisher PLC and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 09

Elect Stewart Gilliland

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 10

Elect Byron Grote

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 11

Elect Ken Murphy

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 12

Elect Imran Nawaz

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 13	BOARD	POLICY
Elect Alison Platt	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 14	BOARD	POLICY
Elect Lindsey Pownall	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 15	BOARD	POLICY
Elect Karen Whitworth	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 16	BOARD	POLICY
Appointment of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 17	BOARD	POLICY
Authority to Set Auditor's Fees	✓	✓
Proposer : Board		

It is the Board's responsibility to establish the auditors' fees. More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 18	BOARD	POLICY
Authorisation of Political Donations	✓	✗
Proposer : Board		

It is in the shareholders' interest that the company disclose all information on its lobbying efforts, because there are risks to the company's reputation. Companies should not influence the democratic process through financial contributions. A vote against the proposal was recorded.

Vote recorded		
ITEM 19	BOARD	POLICY
Authority to Issue Shares w/ Preemptive Rights	✓	✗
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Pre-emptive rights give shareholders priority to subscribe for newly issued shares pro rated according to their previous level of participation. Shareholders exercising their subscription rights prevent the dilution of their participation in the company. This issuance of special-purpose shares is greater than 50% of the shares. A vote against the proposal was recorded.

Vote recorded		
ITEM 20	BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 10% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 21	BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 10% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 22	BOARD	POLICY
Authority to Repurchase Shares	✓	✓
Proposer : Board		

It is the Board of Directors’ responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company’s needs and strategic opportunities. Repurchased shares will not represent more than 10% of outstanding shares. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 23	BOARD	POLICY
Authority to Set General Meeting Notice Period at 14 Days	✓	✗
Proposer : Board		

This proposal requests the authorization to shorten the delay in calling special meetings from 21 to 14 days, which limits the time available to shareholders to prepare for the meeting. A vote against the proposal was recorded.

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PROXY SUMMARY

ISSUER Fortinet Inc. (NASDAQ:FTNT)	MEETING DATE 2022-06-17 ,
COUNTRY United States	RECORD DATE 2022-04-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 34959E109

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Ken Xie	✓	✗
01.02	Elect Michael Xie	✓	✗
01.03	Elect Kenneth A. Goldman	✓	✗
01.04	Elect Ming Hsieh	✓	✗
01.05	Elect Jean Hu	✓	✓
01.06	Elect William H. Neukom	✓	✗
01.07	Elect Judith Sim	✓	✗
01.08	Elect James G. Stavridis	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Stock Split	✓	✓
05	Shareholder Proposal Regarding Simple Majority Vote	⊘	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Ken Xie	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Michael Xie			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Kenneth A. Goldman			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He is a former executive of the company. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Ming Hsieh			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Jean Hu	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect William H. Neukom	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY

Elect Judith Sim



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect James G. Stavridis



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Stock Split



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the share-split based on an analysis of the company's needs and strategic opportunities. The proposal aims to replace all outstanding shares by 1 500 000 000 new shares from the same category, thereby increasing the number of outstanding shares. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder Proposal Regarding Simple Majority Vote



Proposer : John Chevedden

The proposal requests that a majority of votes be required to legitimize the nomination of board members. Majority voting is one of the only ways in which shareholders can demonstrate their opposition. It therefore improves governance practices. One can only record a vote in favour of the election of directors and auditors, or an abstention to vote. Therefore a candidate only needs one vote in his or her favour to be elected. It is in the shareholders' interest to implement a mechanism that will allow them to express their opposition to a nominee and that will be taken into consideration. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Descartes Systems Group Inc. (DSG)	MEETING DATE 2022-06-16 ,
COUNTRY Canada	RECORD DATE 2022-04-21
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 249906108

ITEM	PROPOSAL	BOARD	POLICY
01.01	To approve the election of the director: Deepak Chopra	✓	
01.02	To approve the election of the director: Deborah Close	✓	
01.03	To approve the election of the director: Eric Demirian	✓	
01.04	To approve the election of the director: Sandra Hanington	✓	✓
01.05	To approve the election of the director: Kelley Irwin	✓	✓
01.06	To approve the election of the director: Dennis Maple	✓	✓
01.07	To approve the election of the director: Chris Muntwyler	✓	✓
01.08	To approve the election of the director: Jane O'Hagan	✓	✓
01.09	To approve the election of the director: Edward J Ryan	✓	✓
01.10	To approve the election of the director: John J Walker	✓	
02	To approve the appointment of the auditing firm KPMG.	✓	✓
03	To modify the share-based compensation plan for directors , executives and employees.	✓	✗
04	To approve the advisory Vote on Executive Compensation.	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
To approve the election of the director: Deepak Chopra	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
To approve the election of the director: Deborah Close		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
To approve the election of the director: Eric Demirian		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
To approve the election of the director: Sandra Hanington		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD		POLICY	
To approve the election of the director: Kelley Irwin		✓		✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD		POLICY	
To approve the election of the director: Dennis Maple		✓		✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD		POLICY	

To approve the election of the director: Chris Muntwyler



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

To approve the election of the director: Jane O'Hagan



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

To approve the election of the director: Edward J Ryan



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

To approve the election of the director: John J Walker



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

To approve the appointment of the auditing firm KPMG.



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

To modify the share-based compensation plan for directors , executives and employees.



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. This plan's share-dilution rate is over 5%. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

To approve the advisory Vote on Executive Compensation.



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

[Vote recorded](#)

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PROXY SUMMARY

ISSUER H & R REIT (HR.UN)	MEETING DATE 2022-06-15 ,
COUNTRY Canada	RECORD DATE 2022-05-02
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 403925100

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717027	Genus Fossil Free Canglobe Equity Fund	107500
160717016	Genus Fossil Free Dividend Equity Fund	299300

ITEM	PROPOSAL	BOARD	POLICY
01.01	To approve the election of the trustee: Jennifer A Chasson	✓	
01.02	To approve the election of the trustee: Mark M Cowie	✓	✓
01.03	To approve the election of the trustee: S Stephen Gross	✓	✓
01.04	To approve the election of the trustee: Brenna Haysom	✓	
01.05	To approve the election of the trustee: Thomas J Hofstedter	✓	
01.06	To approve the election of the trustee: Juli Morrow	✓	
01.07	To approve the election of the trustee: Marvin Rubner	✓	
01.08	To approve the election of the trustee: Ronald C Rutman	✓	
02	To approve the appointment of the auditing firm KPMG.	✓	
03	Advisory Vote on Executive Compensation.	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
To approve the election of the trustee: Jennifer A Chasson	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
To approve the election of the trustee: Mark M Cowie	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
To approve the election of the trustee: S Stephen Gross	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
To approve the election of the trustee: Brenna Haysom	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
To approve the election of the trustee: Thomas J Hofstedter			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
To approve the election of the trustee: Juli Morrow			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She works for a law firm or a brokerage firm that receives significant annual fees from the company. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
To approve the election of the trustee: Marvin Rubner			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
To approve the election of the trustee: Ronald C Rutman			<div>✓</div>	<div> </div>
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
To approve the appointment of the auditing firm KPMG.			<div>✓</div>	<div> </div>
Proposer : Board			<hr/>	

More than 25% of the fees paid to the firm were for services other than financial auditing. In the absence of the option against, an abstention was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation.			<div>✓</div>	<div>✗</div>
Proposer : Board			<hr/>	

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Fidelity National Financial Inc. (FNF)	MEETING DATE 2022-06-15 ,
COUNTRY United States	RECORD DATE 2022-04-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 31620R105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717028	Genus Fossil Free Canglobe Equity Fund - 160717028	23300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Halim Dhanidina	✓	✓
01.02	Elect Daniel D. Lane	✓	✗
01.03	Elect Cary H. Thompson	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Amendment to the 2013 Employee Stock Purchase Plan	✓	✓
04	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Halim Dhanidina	✓	✓

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Daniel D. Lane	✓	✗

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Cary H. Thompson	✓	✗
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. In the event of a change of control, the directors' employment contrat includes accelerated vesting of awards which goes against the policy. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Amendment to the 2013 Employee Stock Purchase Plan	✓	✓
Proposer : Board		

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

Ratification of Auditor

BOARD POLICY



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Westshore Terminals Investment Corporation (WTE.UN)	MEETING DATE 2022-06-14 ,
COUNTRY Canada	RECORD DATE 2022-05-06
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 96145A101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	17900

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect William W. Stinson	✓	
01.02	Elect M. Dallas H. Ross	✓	
01.03	Elect Brian Canfield	✓	
01.04	Elect Glen Clark	✓	
01.05	Elect H. Clark Hollands	✓	
01.06	Elect Nick Desmarais	✓	
01.07	Elect Steve Akazawa	✓	✓
01.08	Elect Dianne Watts	✓	✓
02	Appointment of KPMG as Auditor and Authority to Set Fees	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect William W. Stinson	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

ITEM 01.02	BOARD	POLICY

Vote recorded

Elect M. Dallas H. Ross

✓

||

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD POLICY

Elect Brian Canfield

✓

||

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD POLICY

Elect Glen Clark

✓

||

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has other significant types of economic relationships with a principal shareholder. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect H. Clark Hollands		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Nick Desmarais		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with a principal shareholder. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Steve Akazawa		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Dianne Watts			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of KPMG as Auditor and Authority to Set Fees			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Regeneron Pharmaceuticals Inc. (REGN)	MEETING DATE 2022-06-10 ,
COUNTRY United States	RECORD DATE 2022-04-12
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 75886F107

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717028	Genus Fossil Free Canglobe Equity Fund - 160717028	1700
160717060	Genus Pooled Funds - 160717060	4100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Bonnie L. Bassler	✓	✗
01.02	Elect Michael S. Brown	✓	✗
01.03	Elect Leonard S. Schleifer	✓	✗
01.04	Elect George D. Yancopoulos	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Bonnie L. Bassler	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Michael S. Brown	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 12 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Leonard S. Schleifer			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect George D. Yancopoulos			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Brenntag AG (BNR)	MEETING DATE 2022-06-09 ,
COUNTRY Germany	RECORD DATE 2022-06-02
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES D12459109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442029	Genus Fossil Free CanGlobe Equity fund	20000

ITEM	PROPOSAL	BOARD	POLICY
02	To approve a dividend of EUR 1.45 per common share.	✓	✓
03	To grant a discharge of liability to the Management Board for the previous fiscal year.	✓	✓
04	To grant a discharge of liability to the Supervisory Board for the previous fiscal year.	✓	✓
05	To approve the appointment of the auditing firm PricewaterhouseCoopers.	✓	✓
06	To approve the report on executive compensation.	✓	✓
07.01	To approve the staggered election of the director: Wijnand Donkers	✓	✗
07.02	To approve the staggered election of the director: Ulrich Harnacke	✓	✓
08	To authorize the issuance of shares with pre-emptive rights.	✓	✓
09	To approve the issuing of bonds convertible into shares.	✓	✓
10	To authorize share repurchase program and reissuance or cancellation of repurchased shares.	✓	✓

PROXY ANALYSIS

ITEM 02	BOARD	POLICY
To approve a dividend of EUR 1.45 per common share.	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
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To grant a discharge of liability to the Management Board for the previous fiscal year.



Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

To grant a discharge of liability to the Supervisory Board for the previous fiscal year.



Proposer : Board

No concerns have been raised concerning the actions of the supervisors. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

To approve the appointment of the auditing firm PricewaterhouseCoopers.



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

To approve the report on executive compensation.



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07.01			BOARD	POLICY
To approve the staggered election of the director: Wijnand Donkers			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 07.02			BOARD	POLICY
To approve the staggered election of the director: Ulrich Harnacke			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
To authorize the issuance of shares with pre-emptive rights.			<div>✓</div>	<div>✓</div>
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Pre-emptive rights give shareholders priority to subscribe for newly issued shares pro rated according to their previous level of participation. Shareholders exercising their subscription rights prevent the dilution of their participation in the company. The capital issue is acceptable given that it doesn't represent more than 10% of outstanding shares and has a specific timeframe. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY
To approve the issuing of bonds convertible into shares.			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of bonds, based on a needs analysis and strategic opportunities. This issuance of bonds convertibles into shares is less than 10% of the shares. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 10			BOARD	POLICY
To authorize share repurchase program and reissuance or cancellation of repurchased shares.			✓	✓
Proposer : Board				

It is the Board of Directors’ responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company’s needs and strategic opportunities. Repurchased shares will not represent more than 10% of outstanding shares. This buyback has a well-structured timeline and the price is reasonably limited. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Granite REIT (TSE:GRT)	MEETING DATE 2022-06-09 ,
COUNTRY Canada	RECORD DATE 2022-04-13
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 387437114

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	21600

ITEM	PROPOSAL	BOARD	POLICY
01.01	To approve the election of the trustee: Peter Aghar	✓	✓
01.02	To approve the election of the trustee: Remco Daal	✓	✓
01.03	To approve the election of the trustee: Kevan Gorrie	✓	✓
01.04	To approve the election of the trustee: Fern Grodner	✓	✓
01.05	To approve the election of the trustee: Kelly Marshall	✓	✓
01.06	To approve the election of the trustee: Al Mawani	✓	✓
01.07	To approve the election of the trustee: Gerald Miller	✓	⏸
01.08	To approve the election of the trustee: Sheila A. Murray	✓	✓
01.09	To approve the election of the trustee: Emily Pang	✓	✓
01.10	To approve the election of the trustee: Jennifer Warren	✓	✓
02.01	To approve the election of the director: Peter Aghar	✓	✓
02.02	To approve the election of the director: Remco Daal	✓	✓
02.03	To approve the election of the director: Kevan Gorrie	✓	✓
02.04	To approve the election of the director: Fern Grodner	✓	✓
02.05	To approve the election of the director: Kelly Marshall	✓	✓
02.06	To approve the election of the director: Al Mawani	✓	✓
02.07	To approve the election of the director: Gerald Miller	✓	⏸

02.08	To approve the election of the director: Sheila A. Murray	✓	✓
02.09	To approve the election of the director: Emily Pang	✓	✓
02.10	To approve the election of the director: Jennifer Warren	✓	✓
03	To approve the appointment of the auditing firm Deloitte.	✓	✓
04	To authorize the directors to establish the auditors' fees.	✓	✓
05	Advisory Vote on Executive Compensation.	✓	✓
06	To modify the declaration of trust.	✓	✓
07	To modify the declaration of trust of Granite REIT.	✓	✓
08	To modify the articles of association and bylaws of Granite GP.	✓	✓
09	To approve the share-based compensation plan for directors.	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
To approve the election of the trustee: Peter Aghar	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY

To approve the election of the trustee: Remco Daal



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

To approve the election of the trustee: Kevan Gorrie



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

To approve the election of the trustee: Fern Grodner



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

To approve the election of the trustee: Kelly Marshall



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
To approve the election of the trustee: Al Mawani	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
To approve the election of the trustee: Gerald Miller	✓	⏸

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
To approve the election of the trustee: Sheila A. Murray	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
To approve the election of the trustee: Emily Pang	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
To approve the election of the trustee: Jennifer Warren	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.01	BOARD	POLICY
To approve the election of the director: Peter Aghar	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.02			BOARD	POLICY
To approve the election of the director: Remco Daal			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.03			BOARD	POLICY
To approve the election of the director: Kevan Gorrie			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.04			BOARD	POLICY
To approve the election of the director: Fern Grodner			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.05			BOARD	POLICY
To approve the election of the director: Kelly Marshall			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.06			BOARD	POLICY
To approve the election of the director: Al Mawani			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.07			BOARD	POLICY
To approve the election of the director: Gerald Miller			<div>✓</div>	<div>⏸</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.08			BOARD	POLICY
To approve the election of the director: Sheila A. Murray			✓	✓
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.09			BOARD	POLICY
To approve the election of the director: Emily Pang			✓	✓
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.10			BOARD	POLICY
To approve the election of the director: Jennifer Warren			✓	✓
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
To approve the appointment of the auditing firm Deloitte.			✓	✓
Proposer : Board			<hr/>	

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
To authorize the directors to establish the auditors' fees.			✓	✓
Proposer : Board			<hr/>	

It is the Board's responsibility to establish the auditors' fees. More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Advisory Vote on Executive Compensation.			✓	✓
Proposer : Board			<hr/>	

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
To modify the declaration of trust.	✓	✓
Proposer : Board		

The amendments generally clarify the current articles or bylaws and are administrative. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
To modify the declaration of trust of Granite REIT.	✓	✓
Proposer : Board		

The amendments generally clarify the current articles or bylaws and are administrative. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 08	BOARD	POLICY
To modify the articles of association and bylaws of Granite GP.	✓	✓
Proposer : Board		

The amendments generally clarify the current articles or bylaws and are administrative. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 09	BOARD	POLICY

To approve the share-based compensation plan for directors.



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER OceanaGold Corporation (OGC)	MEETING DATE 2022-06-09 ,
COUNTRY Australia	RECORD DATE 2022-04-27
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 675222103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	308600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Paul Benson	✓	✓
01.02	Elect Ian M Reid	✓	
01.03	Elect J.Nelsen	✓	✓
01.04	Elect Catherine A.Gignac	✓	
01.05	Elect Sandra M.Dodds	✓	
01.06	Elect Michael J.McMullen	✓	
01.07	Elect Gerard M.BOND	✓	✓
02	To Appoint PriceWaterHouseCoopers	✓	
03	Advisory vote on executive compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Paul Benson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY

Elect Ian M Reid



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect J.Nelsen



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Catherine A.Gignac



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Sandra M.Dodds				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. In the absence of the option against, an abstention for the candidate was recorded.



<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Michael J.McMullen				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Gerard M.BOND				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
To Appoint PriceWaterHouseCoopers				
Proposer : Board				

More than 25% of the fees paid to the firm were for services other than financial auditing. In the absence of the option against, an abstention was recorded.			<hr/> Vote recorded	
ITEM 03			BOARD	POLICY
Advisory vote on executive compensation				
Proposer : Board				

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.			<hr/> Vote recorded	
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PROXY SUMMARY

ISSUER Freeport-McMoRan Inc. (NYSE:FCX)	MEETING DATE 2022-06-09 ,
COUNTRY United States	RECORD DATE 2022-04-12
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 35671D857

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	19900
160717026	Genus Canglobe Equity fund - 160717026	35100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect David P. Abney	✓	✓
01.02	Elect Richard C. Adkerson	✓	✗
01.03	Elect Marcela E. Donadio	✓	✗
01.04	Elect Robert W. Dudley	✓	✗
01.05	Elect Hugh Grant	✓	✓
01.06	Elect Lydia H. Kennard	✓	✗
01.07	Elect Ryan M. Lance	✓	✓
01.08	Elect Sara Grootwassink Lewis	✓	✓
01.09	Elect Dustan E. McCoy	✓	✗
01.10	Elect John J. Stephens	✓	✓
01.11	Elect Frances F. Townsend	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect David P. Abney	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Richard C. Adkerson			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Marcela E. Donadio			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Robert W. Dudley			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Hugh Grant	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Lydia H. Kennard	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Ryan M. Lance	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Sara Grootwassink Lewis	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Dustan E. McCoy	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect John J. Stephens	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

		Vote recorded	
ITEM 01.11		BOARD	POLICY
Elect Frances F. Townsend		✓	✓
Proposer : Board			

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

		Vote recorded	
ITEM 02		BOARD	POLICY
Advisory Vote on Executive Compensation		✓	✗
Proposer : Board			

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

		Vote recorded	
ITEM 03		BOARD	POLICY
Ratification of Auditor		✓	✓
Proposer : Board			

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

[Vote recorded](#)

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PROXY SUMMARY

ISSUER Best Buy Co. Inc. (BBY)	MEETING DATE 2022-06-09 ,
COUNTRY United States	RECORD DATE 2022-04-11
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 86516101

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Corie S. Barry	✓	✓
01.02	Elect Lisa M. Caputo	✓	✗
01.03	Elect J. Patrick Doyle	✓	✓
01.04	Elect David W. Kenny	✓	✗
01.05	Elect Mario J. Marte	✓	✓
01.06	Elect Karen A. McLoughlin	✓	✓
01.07	Elect Thomas L. Millner	✓	✓
01.08	Elect Claudia Fan Munce	✓	✓
01.09	Elect Richelle P. Parham	✓	✓
01.10	Elect Steven E. Rendle	✓	✓
01.11	Elect Eugene A. Woods	✓	✓
02	Ratification of Auditor: Deloitte & Touche.	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Corie S. Barry	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Lisa M. Caputo			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect J. Patrick Doyle			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect David W. Kenny			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Nielsen Holdings PLC and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Mario J. Marte			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Karen A. McLoughlin			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Thomas L. Millner			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Claudia Fan Munce			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Richelle P. Parham			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Steven E. Rendle			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Eugene A. Woods	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor: Deloitte & Touche.	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

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PROXY SUMMARY

ISSUER Thomson Reuters Corporation (TRI)	MEETING DATE 2022-06-08 ,
COUNTRY Canada	RECORD DATE 2022-04-13
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 884903105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	5800
160717016	Genus Fossil Free Dividend Equity Fund	18700
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	23600
160717027	Genus Fossil Free Canglobe Equity Fund	24600

ITEM	PROPOSAL	BOARD	POLICY
01.01	To approve the election of the director: David Thomson	✓	II
01.02	To approve the election of the director: Steve Hasker	✓	II
01.03	To approve the election of the director: Kirk E. Arnold	✓	II
01.04	To approve the election of the director: David W. Binet	✓	II
01.05	To approve the election of the director: W. Edmund Clark	✓	II
01.06	To approve the election of the director: Laverne Council	✓	✓
01.07	To approve the election of the director: Michale E. Daniels	✓	II
01.08	To approve the election of the director: Kirk Koengsbauer	✓	✓
01.09	To approve the election of the director: Deanna Oppenheimer	✓	✓
01.10	To approve the election of the director: Simon Paris	✓	✓
01.11	To approve the election of the director: Kim M. Rivera	✓	✓
01.12	To approve the election of the director: Barry Salzberg	✓	II
01.13	To approve the election of the director: Peter J. Johnson	✓	II
01.14	To approve the election of the director: Beth Wilson	✓	✓
02	To approve the appointment of the auditing firm PricewaterhouseCoopers.	✓	✓
03	Advisory Vote on Executive Compensation.	✓	✗

PROXY ANALYSIS

ITEM 01.01

To approve the election of the director: David Thomson

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He holds a percentage of the company's voting shares, which compromises her independence. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02

To approve the election of the director: Steve Hasker

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03

To approve the election of the director: Kirk E. Arnold

Proposer : Board


The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
To approve the election of the director: David W. Binet		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has other significant types of economic relationships with a principal shareholder. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
To approve the election of the director: W. Edmund Clark		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He has offered professional services (legal, financial, medical or other) to a member of the management team. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
To approve the election of the director: Laverne Council		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
To approve the election of the director: Michale E. Daniels		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
To approve the election of the director: Kirk Koengisbauer		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
To approve the election of the director: Deanna Oppenheimer		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
To approve the election of the director: Simon Paris			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
To approve the election of the director: Kim M. Rivera			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that a majority of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.12			BOARD	POLICY
To approve the election of the director: Barry Salzberg			<div>✓</div>	<div>⏸</div>
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.13	BOARD	POLICY
To approve the election of the director: Peter J. Johnson		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee. He holds a percentage of the company's voting shares, which compromises her independence. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.14	BOARD	POLICY
To approve the election of the director: Beth Wilson		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
To approve the appointment of the auditing firm PricewaterhouseCoopers.		
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation.

✓	✗
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Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Target Corporation (TGT)	MEETING DATE 2022-06-08 ,
COUNTRY United States	RECORD DATE 2022-04-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 87612E106

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect David P. Abney	✓	✗
01.02	Elect Douglas M. Baker, Jr.	✓	✗
01.03	Elect George S. Barrett	✓	✗
01.04	Elect Gail K. Boudreaux	✓	✗
01.05	Elect Brian C. Cornell	✓	✗
01.06	Elect Robert L. Edwards	✓	✗
01.07	Elect Melanie L. Healey	✓	✗
01.08	Elect Donald R. Knauss	✓	✓
01.09	Elect Christine A. Leahy	✓	✗
01.10	Elect Monica C. Lozano	✓	✗
01.11	Elect Derica W. Rice	✓	✗
01.12	Elect Dmitri L. Stockton	✓	✗
02	Ratification of Auditor	✓	✗
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Proxy Access Bylaw Amendment	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect David P. Abney



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Douglas M. Baker, Jr.



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect George S. Barrett



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Gail K. Boudreaux	<div><div></div><div>✓</div><div></div></div>	<div><div></div><div></div><div>✗</div></div>
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Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Brian C. Cornell	<div><div></div><div>✓</div><div></div></div>	<div><div></div><div></div><div>✗</div></div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Robert L. Edwards	<div><div></div><div>✓</div><div></div></div>	<div><div></div><div></div><div>✗</div></div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
	<div><div></div><div></div><div></div></div>	<div><div></div><div></div><div></div></div>

Elect Melanie L. Healey



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Donald R. Knauss



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Christine A. Leahy



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She is CEO of CDW Corporation and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Monica C. Lozano



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Derica W. Rice



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 01.12

BOARD

POLICY

Elect Dmitri L. Stockton



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of Auditor	✓	✗
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Proposer : Board

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
Shareholder Proposal Regarding Proxy Access Bylaw Amendment	✗	✓

Proposer : John Chevedden

The shareholders submitting these proposals must have more than 3 % of common shares. It is in the shareholders' interest that they be allowed to submit candidates for the board elections who will represent their points of view in the decisions that affect the company. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Devon Energy Corporation (DVN)	MEETING DATE 2022-06-08 ,
COUNTRY United States	RECORD DATE 2022-04-11
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 25179M103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	83000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Barbara M. Baumann	✓	
01.02	Elect John E. Bethancourt	✓	✓
01.03	Elect Ann G. Fox	✓	
01.04	Elect David A. Hager	✓	
01.05	Elect Kelt Kindick	✓	
01.06	Elect John Krenicki, Jr.	✓	✓
01.07	Elect Karl F. Kurz	✓	
01.08	Elect Robert A. Mosbacher, Jr.	✓	
01.09	Elect Richard E. Muncrief	✓	
01.10	Elect Duane C. Radtke	✓	
01.11	Elect Valerie M. Williams	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Approval of the 2022 Long-Term Incentive Plan	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Barbara M. Baumann	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect John E. Bethancourt	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Ann G. Fox	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. She has other significant types of economic relationships with one of the company's clients, suppliers or consultants. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect David A. Hager	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is the Executive Chair of the Board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05

Elect Kelt Kindick

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.06

Elect John Krenicki, Jr.

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07

Elect Karl F. Kurz

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of American Water Works Company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Robert A. Mosbacher, Jr.		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Richard E. Muncrief		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
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Elect Duane C. Radtke



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Valerie M. Williams



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Approval of the 2022 Long-Term Incentive Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. Stock appreciation rights are akin to phantom stock. This type of grant does not align Management's interests those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Caterpillar Inc. (CAT)	MEETING DATE 2022-06-08 ,
COUNTRY United States	RECORD DATE 2022-04-13
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 149123101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717026	Genus Canglobe Equity fund - 160717026	11800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Kelly A. Ayotte	✓	✗
01.02	Elect David L. Calhoun	✓	✗
01.03	Elect Daniel M. Dickinson	✓	✗
01.04	Elect Gerald Johnson	✓	✓
01.05	Elect David W. MacLennan	✓	✓
01.06	Elect Debra L. Reed-Klages	✓	✗
01.07	Elect Edward B. Rust, Jr.	✓	✗
01.08	Elect Susan C. Schwab	✓	✗
01.09	Elect D. James Umpleby III	✓	✗
01.10	Elect Rayford Wilkins Jr.	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	✓	✓
05	Shareholder Proposal Regarding Lobbying Report	✗	✓
06	Shareholder Proposal Regarding Report on Mitigation of Risks in Conflict-Affected and High-Risk Areas	✗	✓
07	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Kelly A. Ayotte	<div>✓</div>	<div>✗</div>
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect David L. Calhoun	<div>✓</div>	<div>✗</div>
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Daniel M. Dickinson	<div>✓</div>	<div>✗</div>
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Gerald Johnson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect David W. MacLennan	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Debra L. Reed-Klages	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Edward B. Rust, Jr.	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Susan C. Schwab	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect D. James Umpleby III	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Rayford Wilkins Jr.	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement



Proposer : As You Sow

In this proposal, shareholders are asking Caterpillar to publish a report within one year, and annually thereafter, disclosing its interim and long-term greenhouse gas targets aligned with the Paris Agreement goal of holding the global temperature increase to 1.5°C and the progress it is making towards achieving these targets. This report must cover all of the company's operational and product-related emissions. In general, we believe it is prudent for management to assess its potential exposure to all risks, including environmental and social concerns and related regulations, in order to incorporate this information into its overall business risk profile. In this case, the company is a manufacturer of construction and mining equipment, off-highway diesel and natural gas engines, industrial gas turbines, and diesel-electric locomotives. Given the nature and scope of the company's activities, the company may be subject to significant risks with respect to both climate change and the regulatory implications or investor pressures arising from climate change. In recent years, an increasing number of climate-related disasters affecting the company are ringing alarms within the executive, legislative and judicial governmental bodies, making the contribution of the business sector to climate mitigation an important political issue. Shareholders are increasingly concerned about significant climate risks and are demanding clear and consistent information from the companies in which they invest, including credible climate transition plans. The Climate Action 100+ initiative, a coalition of over 615 investors with \$60 trillion in assets, has released the Net Zero Company Benchmark to report on companies' net-zero emissions ambitions, short-, medium- and long-term GHG reduction targets, and strategic actions planned to achieve decarbonization goals. Unfortunately, Caterpillar has not set company-wide GHG emission reduction targets, including for its supply chain emissions, nor disclosed a plan on how to achieve GHG emission reductions aligned with the Paris Agreement reduction targets. In addition, the company's emission reduction targets only concern its Scope 1 and 2. Besides, in 2021, the company did not respond to the CDP's request for information for its climate change program, an initiative supported by many investors. The company was therefore given a grade of F for not providing the necessary information for the study of the program. This rating reflects the company's lack of environmental transparency. Thus, we believe that issues such as extreme weather, a stricter regulatory framework on climate-related issues and changing public perceptions due to climate change can all have real and disruptive effects on business. Therefore, we believe that the company should respond appropriately to climate-related risk. Moreover, the Board of Directors did not oppose this resolution, so we believe that support for this proposal is justified. Therefore, we believe that shareholders should vote in favour of this proposal at this stage. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05



BOARD POLICY

Shareholder Proposal Regarding Lobbying Report



Proposer : Myra K. Young

This proposal requires the company to disclose all information relating to its lobbying activities and its policies governing those activities. This is a reasonable proposal to improve the transparency of corporate efforts to influence public policy. The publication of this report could be done at low cost on the company's website. After analysis, the proposal appears to us to be reasonable and aims to improve the transparency of the company's efforts to influence public policies. It is in the interest of the shareholders that the company discloses information about its lobbying efforts because there are risks to the reputation of the company. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding Report on Mitigation of Risks in Conflict-Affected and High-Risk Areas		
Proposer : Wespath Benefits and Investments and Co-filers		

The discovery of serious human rights abuses within a company's operations and supply chain can expose the company to significant financial, legal, operational and reputational risks, including boycotts and divestments, which can damage shareholder value. Moreover, as the UN Guiding Principles on Business and Human Rights (the Principles) point out, conflict-affected areas can increase the risk of a company being complicit in gross human rights abuses committed by other stakeholders. The adoption of a policy on human rights and a code of conduct for its suppliers that is credible, complete, and consistent with internationally recognized standards, allows mitigating these risks, insofar as the company ensures compliance with its policies through recognized independent auditors. The company must also put in place a due diligence process to effectively identify, assess, prevent and mitigate actual and potential adverse human rights impacts that it may have or contribute to through its operations or supply chain, as required by the UN Guiding Principles on Business and Human Rights. In the case of Caterpillar, we note that the company has a human rights statement and a supplier code of conduct that incorporate some elements of internationally recognised standards, but these are very basic and often limited to general statements. In terms of verifying compliance, Caterpillar relies primarily on supplier self-assessments, whereas the value and credibility of codes of conduct is closely linked to the use of qualified independent verifiers. These gaps and weaknesses are of particular concern since Caterpillar operates in a number of high-risk, conflict-ridden regions, such as Myanmar and the Occupied Palestinian Territories, which expose it to significant human rights risks. Caterpillar is one of the companies targeted by the international BDS (boycott, divestment and sanctions) movement, which calls for a cultural, academic and economic boycott of Israel to protest against the occupation of the Palestinian territories. Institutional investors, such as the Presbyterian Church in the USA and TIAA-CREF, have also divested from Caterpillar because of its links to Israeli-Palestinian controversies, among others. Furthermore, as mentioned by the proponent, Axios revealed in 2020 that its supply chain would be tainted by Uyghur forced labour due to its exclusive Caterpillar-branded apparel wholesaler, Summit Resource International, which received several shipments from companies involved in the Chinese government's forced labour programme in the Xinjiang Uyghur autonomous region. Given the significance of the human rights risks faced by the company, the controversies that have affected it, and the shortcomings of its human rights policies, we consider the proposal to be in the interests of shareholders. They have a right to know how it manages and mitigates the human rights risks associated with its activities in conflict-affected areas and whether the measures taken are effective and sufficient. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Shareholder Proposal Regarding Right to Call Special Meetings		

Proposer : John Chevedden

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Dream Industrial REIT (TSE: DIR.UN)	MEETING DATE 2022-06-07 ,
COUNTRY Canada	RECORD DATE 2022-04-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 26153W109

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect R. Sacha Bhatia	✓	✓
01.02	Elect Michael J. Cooper	✓	
01.03	Elect J. Michael Knowlton	✓	
01.04	Elect Ben Mulroney	✓	
01.05	Elect Brian Pauls	✓	
01.06	Elect Vicky Schiff	✓	
01.07	Elect Vincenza Sera	✓	
01.08	Elect Sheldon Wiseman	✓	
02	Appointment of Auditor and Authority to Set Fees	✓	
03	Amendments to the Declaration of Trust	✓	✓
04	Amendment to the Deferred Unit Incentive Plan	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect R. Sacha Bhatia	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Michael J. Cooper		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with a principal shareholder. He is the CEO of Dream Office REIT and sits on more than one board. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect J. Michael Knowlton		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Ben Mulroney		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors

with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Brian Pauls			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Vicky Schiff			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Vincenza Sera			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. She is the Chairwoman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Sheldon Wiseman			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees			<div>✓</div>	<div> </div>
Proposer : Board				

More than 25% of the fees paid to the firm were for services other than financial auditing. In the absence of the option against, an abstention was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Amendments to the Declaration of Trust			<div>✓</div>	<div>✓</div>
Proposer : Board				

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Amendment to the Deferred Unit Incentive Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. Broad discretionary powers are granted to directors for the implementation of the share plan. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER RioCan REIT (REI.UN)	MEETING DATE 2022-06-07 ,
COUNTRY Canada	RECORD DATE 2022-04-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 766910103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717027	Genus Fossil Free Canglobe Equity Fund	82300
160717031	Genus Pooled Funds - 160717031	216900

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Bonnie R. Brooks	✓	II
01.02	Elect Richard Dansereau	✓	✓
01.03	Elect Janice Fukakusa	✓	✓
01.04	Elect Jonathan Gitlin	✓	II
01.05	Elect Marie-Josée Lamothe	✓	✓
01.06	Elect Dale H. Lastman	✓	II
01.07	Elect S. Jane Marshall	✓	II
01.08	Elect Edward Sonshine	✓	II
01.09	Elect Siim A. Vanaselja	✓	II
01.10	Elect Charles M. Winograd	✓	II
02	Appointment of EY as Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Transaction of Other Business	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Bonnie R. Brooks	✓	II

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Richard Dansereau	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Janice Fukakusa	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Jonathan Gitlin	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Marie-Josée Lamothe				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Dale H. Lastman				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He works for a law firm or a placing broker that receives significant annual fees from the company. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect S. Jane Marshall				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Edward Sonshine		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Siim A. Vanaselja		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve unitholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Charles M. Winograd		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. He has been on the board for over 10 years. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve unitholder interest. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Appointment of EY as Auditor and Authority to Set Fees	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The executives' incentive pay is based on their performance over only one year. This encourages executives to focus on short-term results, to the potential detriment of the company's long-term performance. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Transaction of Other Business	✓	✗

Proposer : Board

This proposal is vague and its details are not known. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Shopify Inc. (TSE:SHOP)	MEETING DATE 2022-06-07 ,
COUNTRY Canada	RECORD DATE 2022-04-19
MEETING LOCATION	
MEETING TYPE Annual and extraordinary	SECURITIES 82509L107

ITEM	PROPOSAL	BOARD	POLICY
01.01	To approve the election of the director: Tobias Luetke	✓	✗
01.02	To approve the election of the director: Robert Ashe	✓	
01.03	To approve the election of the director: Gail Goodman	✓	✓
01.04	To approve the election of the director: Coleen Johnston	✓	
01.05	To approve the election of the director: Jeremy Levine	✓	✗
01.06	To approve the election of the director: John Phillips	✓	✗
01.07	To approve the election of the director: Fidji Simo	✓	✓
02	To approve the appointment of the auditing firm PricewaterhouseCoopers.	✓	✓
03	To authorize the creation of a new category of preferred shares.	✓	
04	To approve the subdivision of shares.	✓	✓
05	Advisory Vote on Executive Compensation.	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
To approve the election of the director: Tobias Luetke	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
To approve the election of the director: Robert Ashe				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
To approve the election of the director: Gail Goodman				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
To approve the election of the director: Coleen Johnston				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating

committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
To approve the election of the director: Jeremy Levine			<div>✓</div>	<div>✗</div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
To approve the election of the director: John Phillips			<div>✓</div>	<div>✗</div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
To approve the election of the director: Fidji Simo			<div>✓</div>	<div>✓</div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
To approve the appointment of the auditing firm PricewaterhouseCoopers.			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
To authorize the creation of a new category of preferred shares.			<div>✓</div>	
Proposer : Board			<hr/>	

<hr/>				
ITEM 04			BOARD	POLICY
To approve the subdivision of shares.			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

It is the Board of Directors’ responsibility to make recommendations on the share-split based on an analysis of the company’s needs and strategic opportunities. The proposal aims to replace all outstanding A shares by 10 new shares from the same category, thereby increasing the number of outstanding shares. The splitting does not have a dilutive effect because the price of each share is adjusted to ensure that the company's stock-market capitalization remains the same. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY

Advisory Vote on Executive Compensation.



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. In the event of a change of control, the severance agreements provide for the acceleration of stock options granted under the compensation plans, which is contrary to policy. The CEO was paid more than 200 times the average pay of Canadians. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER TJX Companies Inc. (The) (TJX)	MEETING DATE 2022-06-07 ,
COUNTRY United States	RECORD DATE 2022-04-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 872540109

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect José B. Alvarez	✓	✗
01.02	Elect Alan M. Bennett	✓	✗
01.03	Elect Rosemary T. Berkery	✓	✓
01.04	Elect David T. Ching	✓	✗
01.05	Elect C. Kim Goodwin	✓	✓
01.06	Elect Ernie Herrman	✓	✗
01.07	Elect Michael F. Hines	✓	✗
01.08	Elect Amy B. Lane	✓	✗
01.09	Elect Carol Meyrowitz	✓	✗
01.10	Elect Jackwyn L. Nemerov	✓	✗
01.11	Elect John F. O'Brien	✓	✗
02	Ratification of Auditor: PwC	✓	✓
03	Approval of the 2022 Stock Incentive Plan	✓	✗
04	Advisory Vote on Executive Compensation	✓	✗
05	Shareholder proposal that the Board of Directors oversee an independent assessment and report to shareholders on the effectiveness of the company's current due diligence to prevent forced labour, child labour and prison labour in its supply chain.	✗	✓
06	Shareholder Proposal Regarding Report on Human Rights Risks from Supply Chain Employee Misclassification	✗	✓
07	Shareholder proposal requesting the publication of a report detailing all known risks and costs to the company caused by public policies adopted or proposed by States that severely restrict reproductive health care, as well as any strategies it may employ to minimize or mitigate these risks.	✗	✓

08

Shareholder proposal requesting that the Company adopt and publicly disclose a policy stating that all employees accrue paid sick leave that can be used after working a reasonable trial period. This policy should not be temporary or conditional on the existence of a global pandemic.

✗

✓

PROXY ANALYSIS

ITEM 01.01

BOARD

POLICY

Elect José B. Alvarez

✓

✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Alan M. Bennett

✓

✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Rosemary T. Berkery

✓

✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect David T. Ching	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect C. Kim Goodwin	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Ernie Herrman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Michael F. Hines			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Amy B. Lane			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Carol Meyrowitz			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She is a former executive of the company. This nominee, who is not independent, is also the Chairwoman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Jackwyn L. Nemerov	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect John F. O'Brien	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor: PwC	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Approval of the 2022 Stock Incentive Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. Stock appreciation rights are akin to phantom stock. This type of grant does not align Management's interests those of shareholders because the risk of holding shares is not real. The proposal is not consistent with the policy. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

ITEM 05



BOARD POLICY

Shareholder proposal that the Board of Directors oversee an independent assessment and report to shareholders on the effectiveness of the company's current due diligence to prevent forced labour, child labour and prison labour in its supply chain.



Proposer : NorthStar Asset Management Funded Pension Plan / Sisters of St. Dominic

The discovery of serious human rights abuses in a company's operations and supply chain can expose the company to significant financial, legal, operational and reputational risks, including boycotts and divestment. Among other things, States such as California, the United Kingdom and Australia now have laws requiring companies to disclose actions taken to address human trafficking, while others, such as France, require companies to exercise due diligence to avoid violating human rights. The adoption of a policy on human rights and a code of conduct for its suppliers that is credible, complete, and consistent with internationally recognized standards, allows mitigating these risks, insofar as the company ensures compliance with its policies through recognized independent auditors. They must also put in place a due diligence process to effectively identify, assess, prevent and mitigate actual and potential adverse human rights impacts that they may have or contribute to through their operations or supply chain, as required by the UN Guiding Principles on Business and Human Rights. In the case of TJX, we note that the company, which is in a human rights risk sector, does not have a human rights policy and that its supplier code of conduct is flawed, with some standards falling short of internationally recognized standards, particularly in relation to child labour, freedom of association and collective bargaining rights. In addition, TJX offers little information on how it ensures compliance with this code. It simply indicates that it can conduct inspections or entrust them to an independent auditor. Yet, the value and credibility of codes of conduct are closely related to the use of qualified independent auditors. It is also unknown if the audits are announced and how often they are carried out. In addition, its performance remains dismal in the 2021 KnowTheChain and Corporate Human Rights Benchmark (CHRB) rankings on human rights risk management. In its comparative study of public efforts by 37 apparel and footwear giants to protect employees in their supply chains from forced labour, KnowTheChain ranks TJX 29th, with a score of 19 out of 100 that is well below the industry average (41 out of 100). TJX also received a score of zero in two of the seven key areas assessed, namely the ability of workers to voice their grievances and supply chain transparency and risk assessment. As for the CHRB ranking, TJX received a mediocre score of 4 out of 26, while the industry average is 9 out of 26. It comes very far behind Tesco (21.5/26), Marks & Spencer (20.5/26), Gap (18.5/26), VF Corporation (20.5/26) and H&M (15.5/26). We note that it did not collect any points for the 5 indicators related to due diligence. In this context, we consider it important to support the proposal to encourage TJX to make more efforts to protect workers from forced labour and other human rights violations. Shareholders have the right to know how, and how effectively, TJX detects, manages and prevents risks related to these rights. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding Report on Human Rights Risks from Supply Chain Employee Misclassification		

Proposer : [International Brotherhood of Teamsters](#) / [International Brotherhood of Teamsters General Fund](#)

The discovery of serious violations to human rights and worker rights within the supply chain of a company can expose them to significant financial, legal, operational and reputational risks, or even to boycott and disinvestment. In its proposal, the International Brotherhood of Teamsters highlights a problem that can affect the supply chain of large retailers, but which has received little attention from investors so far, even if it can damage shareholder value: the use of trucking companies that consider their drivers to be self-employed. The union explains that this misclassification allows them not to offer workers certain basic protections, such as minimum wage and overtime pay. It points out that over the past decade, the California Labor Commission has awarded more than US\$50 million to misclassified dockworkers, while millions of dollars have allegedly been paid out in private litigation. It notes that TJX's standards and disclosures do not address this issue, which can lead to financial and reputational risks as well as human rights concerns. Like the proponent, we note that this workers misclassification is an important issue, since most federal and state labour-related protections, such as minimum wage, overtime pay, and protection from discrimination and harassment, are afforded only to employees. This problem is not new. In 2000, a study commissioned by the U.S. Department of Labor found that between 20% and 30% of employers audited had misclassified workers, and that up to 95% of workers who claimed to have been misclassified were reclassified as employees following a review. More recently, retailers including Home Depot, Target and Costco were singled out in a USA Today Network investigative report, which revealed in 2017

that California port trucking companies, which were accused of violating labour laws, had transported goods belonging to them. They allegedly misclassified their drivers and exploited them, pushing them into debt and making them work up to 20 hours a day for a miserable salary. In addition, laws have been passed to combat employee misclassification, notably in California. There are therefore risks for companies that have companies in their supply chain or distribution networks that misclassify employees as contractors or self-employed. In the case of TJX, we note that its code of conduct for suppliers does not explicitly address this issue, although it requires compliance with all applicable laws and regulations. In addition, the company offers little information on how it ensures compliance with this code. It simply indicates that it can conduct inspections or entrust them to an independent auditor. Yet, the value and credibility of codes of conduct are closely related to the use of qualified independent auditors. It is also unknown if the audits are announced and how often they are carried out. In this context, we believe it is in the best interests of shareholders to support the proposal and for TJX to further assess and be transparent about the risks associated with misclassifying employees in its supply chain and distribution channels. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD POLICY

Shareholder proposal requesting the publication of a report detailing all known risks and costs to the company caused by public policies adopted or proposed by States that severely restrict reproductive health care, as well as any strategies it may employ to minimize or mitigate these risks.



Proposer : Trillium Asset Management / Trillium ESG Global Equity Fund

In April 2022, La Presse reported that according to the Guttmacher Institute, a pro-choice organization, 108 laws restricting access to abortion were passed in 19 U.S. States in 2021. In 2022, 1,885 provisions on sexual rights and reproductive health were under consideration in 46 States, as of March 24. It should be noted that several Republican-led states in the U.S. are trying to ban abortion pills, which are used in a majority of abortions in the U.S. (<https://bit.ly/3zhPvR9>). The Supreme Court is also scheduled to issue a decision in June 2022 regarding Roe v. Wade, who legalized abortion all over the country. This could result in the highest court in the United States invalidating or weakening the law, which could lead to several States banning abortion. In addition, the adopted or proposed restrictions on women's sexual rights and reproductive health have led to numerous protests in the United States in defense of voluntary termination of pregnancy (abortion) and women's rights. We also note that although this is a very divisive issue, several US companies have taken a public stand on this issue and supported women's right to abortion. According to an article in the French newspaper Les Echos, Amazon, Salesforce, Microsoft, Apple, Levi's, Bloomberg, WPP, Citigroup, and Starbucks have taken steps to cover abortion-related travel costs. For its part, Gucci said that "access to reproductive health care is a fundamental human right," while Tesla indicated that its mutuals will include covering travel and hotel expenses for employees who would have to travel to another State to receive care. Match, Bumble, and Hewlett Packard plan to pay for medical expenses, in addition to travel expenses. Finally, Lyft and Uber have pledged to pay the legal costs of their drivers who would be prosecuted under anti-abortion laws for helping women wanting to have an abortion (<https://bit.ly/38pFMgs>). We note that the shareholder proposal does not ask TJX to take a position in the debate, but rather to assess the risks associated with state laws that restrict reproductive health care, for example on employee hiring, retention and productivity. Since the company has operations in all U.S. States, it might be interesting to know if, among other things, it is considering accommodations for its employees who would like to change their State and work in one of its stores located in an abortion-friendly state. We therefore believe that, beyond the issue of abortion, the proposal addresses a human capital issue and that it is in the shareholders' interest that TJX publish the additional information requested, which would allow them to better assess the risks to which the company is exposed due to the new anti-abortion laws and how it intends to manage them. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Shareholder proposal requesting that the Company adopt and publicly disclose a policy stating that all employees accrue paid sick leave that can be used after working a reasonable trial period. This policy should not be temporary or conditional on the existence of a global pandemic.



Proposer : Figure 8 Investment Strategies / Revocable Trust of Ellen E. Bush

In April 2022, La Presse reported that according to the Guttmacher Institute, a pro-choice organization, 108 laws restricting access to abortion were passed in 19 U.S. States in 2021. In 2022, 1,885 provisions on sexual rights and reproductive health were under consideration in 46 States, as of March 24. It should be noted that several Republican-led states in the U.S. are trying to ban abortion pills, which are used in a majority of abortions in the U.S. (<https://bit.ly/3zhPvR9>). The Supreme Court is also scheduled to issue a decision in June 2022 regarding Roe v. Wade, who legalized abortion all over the country. This could result in the highest court in the United States invalidating or weakening the law, which could lead to several States banning abortion. In addition, the adopted or proposed restrictions on women's sexual rights and reproductive health have led to numerous protests in the United States in defense of voluntary termination of pregnancy (abortion) and women's rights. We also note that although this is a very divisive issue, several US companies have taken a public stand on this issue and supported women's right to abortion. According to an article in the French newspaper Les Echos, Amazon, Salesforce, Microsoft, Apple, Levi's, Bloomberg, WPP, Citigroup, and Starbucks have taken steps to cover abortion-related travel costs. For its part, Gucci said that "access to reproductive health care is a fundamental human right," while Tesla indicated that its mutuals will include covering travel and hotel expenses for employees who would have to travel to another State to receive care. Match, Bumble, and Hewlett Packard plan to pay for medical expenses, in addition to travel expenses. Finally, Lyft and Uber have pledged to pay the legal costs of their drivers who would be prosecuted under anti-abortion laws for helping women wanting to have an abortion (<https://bit.ly/38pFMgs>). We note that the shareholder proposal does not ask TJX to take a position in the debate, but rather to assess the risks associated with state laws that restrict reproductive health care, for example on employee hiring, retention and productivity. Since the company has operations in all U.S. States, it might be interesting to know if, among other things, it is considering accommodations for its employees who would like to change their State and work in one of its stores located in an abortion-friendly state. We therefore believe that, beyond the issue of abortion, the proposal addresses a human capital issue and that it is in the shareholders' interest that TJX publish the additional information requested, which would allow them to better assess the risks to which the company is exposed due to the new anti-abortion laws and how it intends to manage them. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER UnitedHealth Group Inc. (UNH)	MEETING DATE 2022-06-06 ,
COUNTRY United States	RECORD DATE 2022-04-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 91324P102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	5600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Timothy P. Flynn	✓	✗
01.02	Elect Paul R. Garcia	✓	✓
01.03	Elect Stephen J. Hemsley	✓	✗
01.04	Elect Michele J. Hooper	✓	✗
01.05	Elect F. William McNabb, III	✓	✗
01.06	Elect Valerie C. Montgomery Rice	✓	✓
01.07	Elect John H. Noseworthy	✓	✗
01.08	Elect Andrew Witty	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Severance Approval Policy	✗	✓
05	Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Timothy P. Flynn	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Paul R. Garcia			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Stephen J. Hemsley			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Michele J. Hooper			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect F. William McNabb, III	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Valerie C. Montgomery Rice	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect John H. Noseworthy	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

Elect Andrew Witty

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 02

Advisory Vote on Executive Compensation

BOARD POLICY



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO to median employee pay ratio is higher than 170:1. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Shareholder Proposal Regarding Severance Approval Policy



Proposer : John Chevedden

It is in the shareholders' interest to know the amounts of the termination allowances that are to be granted to directors or managers in the event of an acquisition or merger that results in a change of control. Severance allowances are considered to be excessive when it exceeds 2.99 times the salary and premiums. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency



Proposer : Educational Foundation of America

Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. It is in the shareholders' interest that the company disclose all information on its lobbying efforts, because there are risks to the company's reputation. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Gartner Inc. (NYSE:IT)	MEETING DATE 2022-06-02 ,
COUNTRY United States	RECORD DATE 2022-04-07
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 17243V102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717028	Genus Fossil Free Canglobe Equity Fund - 160717028	5700

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Peter E. Bisson	✓	✗
01.02	Elect Richard J. Bressler	✓	✗
01.03	Elect Raul E. Cesan	✓	✗
01.04	Elect Karen E. Dykstra	✓	✗
01.05	Elect Diana S. Ferguson	✓	✓
01.06	Elect Anne Sutherland Fuchs	✓	✗
01.07	Elect William O. Grabe	✓	✗
01.08	Elect Eugene A. Hall	✓	✗
01.09	Elect Stephen G. Pagliuca	✓	✗
01.10	Elect Eileen M. Serra	✓	✓
01.11	Elect James C. Smith	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor: KPMG	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Peter E. Bisson	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Richard J. Bressler			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Raul E. Cesan			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Karen E. Dykstra			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Diana S. Ferguson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Anne Sutherland Fuchs	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect William O. Grabe	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Eugene A. Hall			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Stephen G. Pagliuca			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Eileen M. Serra			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect James C. Smith			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO is paid more than 3 times the compensation of any other named executive. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Ratification of Auditor: KPMG			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER NVIDIA Corporation (NASDAQ:NVDA)	MEETING DATE 2022-06-02 ,
COUNTRY United States	RECORD DATE 2022-04-04
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 67066G104

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Robert K. Burgess	✓	✗
01.02	Elect Tench Coxe	✓	✗
01.03	Elect John O. Dabiri	✓	✓
01.04	Elect Persis S. Drell	✓	✗
01.05	Elect Jen-Hsun Huang	✓	✗
01.06	Elect Dawn Hudson	✓	✓
01.07	Elect Harvey C. Jones	✓	✗
01.08	Elect Michael G. McCaffery	✓	✓
01.09	Elect Stephen C. Neal	✓	✗
01.10	Elect Mark L. Perry	✓	✗
01.11	Elect A. Brooke Seawell	✓	✗
01.12	Elect Aarti Shah	✓	✓
01.13	Elect Mark A. Stevens	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor: PwC	✓	✓
04	Increase in Authorized Common Stock	✓	✓
05	Amendment to the 2007 Equity Incentive Plan	✓	✗

PROXY ANALYSIS

ITEM 01.01

Elect Robert K. Burgess

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

[Vote recorded](#)

ITEM 01.02

Elect Tench Coxé

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

[Vote recorded](#)

ITEM 01.03

Elect John O. Dabiri

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Persis S. Drell	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Jen-Hsun Huang	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Dawn Hudson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Harvey C. Jones			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Michael G. McCaffery			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Stephen C. Neal			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Mark L. Perry				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect A. Brooke Seawell				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.12			BOARD	POLICY
Elect Aarti Shah				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.13	BOARD	POLICY
Elect Mark A. Stevens	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Ratification of Auditor: PwC	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Increase in Authorized Common Stock	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the increase of capital shares based on a needs analysis and strategic opportunities. This general authorization is routinely requested at each annual assembly. The increase in the authorized number of shares will give the company greater flexibility with regard to share issuance, which will allow it to benefit from increased financing. The proposal is justified by adequate business reasons, and is deemed to be in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Amendment to the 2007 Equity Incentive Plan	✓	✗
Proposer : Board		

A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. The option plan is intended for directors, among others. A vote against the proposal was recorded.

Vote recorded		
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PROXY SUMMARY

ISSUER Canadian Apartment Properties REIT (CAR.UN)	MEETING DATE 2022-06-01 ,
COUNTRY Canada	RECORD DATE 2022-04-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 134921105

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Lori-Ann Beausoleil	✓	II
01.02	Elect Harold Burke	✓	II
01.03	Elect Gina Parvaneh Cody	✓	✓
01.04	Elect Mark Kenney	✓	✓
01.05	Elect Poonam Puri	✓	II
01.06	Elect Jamie Schwartz	✓	II
01.07	Elect Elaine Todres	✓	✓
01.08	Elect René Tremblay	✓	✓
02	Appointment of Auditor and Authority to Set Fees	✓	II
03	Advisory Vote on Executive Compensation	✓	✗
04	Amendments to Equity Incentive Plans	✓	✓
05	Amendment to the Deferred Unit Plan	✓	✓
06	Amendment to the Employee Unit Purchase Plan	✓	✓
07	Amendment to Restricted Unit Plan	✓	✓
08	Unitholder Rights Plan Renewal	✓	✓
09	Amendments to the Declaration of Trust	✓	✓
10	Transaction of Other Business	✓	✗

PROXY ANALYSIS

ITEM 01.01

Elect Lori-Ann Beausoleil

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. In the absence of the option against, an abstention for the candidate was recorded.

[Vote recorded](#)

ITEM 01.02

Elect Harold Burke

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

[Vote recorded](#)

ITEM 01.03

Elect Gina Parvaneh Cody

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Mark Kenney	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Poonam Puri	✓	
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Jamie Schwartz	✓	
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Elaine Todres	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect René Tremblay	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees	✓	
Proposer : Board		

More than 25% of the fees paid to the firm were for services other than financial auditing. In the absence of the option against, an abstention was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The long-term incentive plan does not have performance targets related to either the company's performance or to its performance compared to that of its peers. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Amendments to Equity Incentive Plans



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Amendment to the Deferred Unit Plan



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Amendment to the Employee Unit Purchase Plan



Proposer : Board

The proposed savings plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD POLICY

Amendment to Restricted Unit Plan



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Unitholder Rights Plan Renewal



Proposer : Board

The plan meets all policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09

BOARD POLICY

Amendments to the Declaration of Trust



Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD POLICY

Transaction of Other Business



Proposer : Board

This proposal is vague and its details are not known. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Alphabet Inc. (NASDAQ:GOOG)	MEETING DATE 2022-06-01 ,
COUNTRY United States	RECORD DATE 2022-04-05
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 02079K305

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Larry Page	✓	✗
01.02	Elect Sergey Brin	✓	✗
01.03	Elect Sundar Pichai	✓	✗
01.04	Elect John L. Hennessy	✓	✗
01.05	Elect Frances H. Arnold	✓	✗
01.06	Elect L. John Doerr	✓	✗
01.07	Elect Roger W. Ferguson, Jr.	✓	✗
01.08	Elect Ann Mather	✓	✗
01.09	Elect K. Ram Shriram	✓	✗
01.10	Elect Robin L. Washington	✓	✓
02	Ratification of Auditor	✓	✓
03	Amendment to the 2021 Stock Plan	✓	✗
04	Increase in Authorized Common Stock	✓	✗
05	Shareholder proposal requesting disclosure, in a semi-annual report, of its corporate lobbying efforts.	✗	✓
06	Shareholder Proposal Regarding Lobbying Activity Alignment with the Paris Agreement	✗	✓
07	Shareholder Proposal Regarding Report on Physical Risks of Climate Change	✗	✓
08	Shareholder Proposal Regarding Report on Water Management Risks	✗	✓

09	Shareholder proposal requesting that the Board of Directors commission an independent racial equity audit to analyze the company's negative impacts on Black, Native American and communities of color.	✗	✓
10	Shareholder proposal requesting that the Board of directors prepare a public report assessing the risks to the company associated with its use of concealment clauses in the context of illegal acts such as harassment and discrimination. These clauses are defined as any employment or post-employment agreement, such as mandatory arbitration, non-disclosure or non-disparagement agreements, that the company requires its employees or subcontractors to sign and that would limit their ability to discuss illegal acts in the workplace.	✗	✓
11	Shareholder Proposal Regarding Recapitalization	✗	✓
12	Shareholder proposal requesting that the Board of Directors issue semi-annual reports detailing the company's policy for responding to requests to remove material from its platforms from the Executive Office of the U.S. President, the U.S. Centers for Disease Control and Prevention (CDC), or any other U.S. government agency or entity.	✗	✗
13	Shareholder proposal requesting that the Board of Directors commission a report evaluating Google's location of data centers in countries of human rights concern, as well as the company's strategies for mitigating the associated risks.	✗	✓
14	Shareholder proposal requesting the publication of an annual report explaining how the Board of Directors manages the risks associated with the collection, privacy, and security of users' information.	✗	✓
15	Shareholder proposal requesting that the company disclose additional quantitative and qualitative information about its algorithmic systems, such as their use to target and deliver advertisements.	✗	✓
16	Shareholder proposal requesting that the Audit and Compliance Committee commission an independent human rights impact assessment report evaluating the effectiveness of the company's policies and practices for addressing the human rights impacts of its content management policies to combat misinformation and disinformation on its platforms. A summary of its findings should be published.	✗	✓
17	Shareholder Proposal Regarding Report on Business Practices and Financial Returns	✗	✓
18	Shareholder proposal requesting that the company report annually on its policies and practices to ensure that its board of directors achieves racial and gender representation better aligned with the demographics of its customers or the regions in which it operates.	✗	✓
19	Shareholder Proposal Regarding Formation of Environmental Sustainability Committee	✗	✓
20	Shareholder Proposal Regarding Employee Representative Director	✗	✓
21	Shareholder proposal requesting that the Board of Directors issue a report re-evaluating the company's policies in support of military and militarized policing activities and their impacts on stakeholders, user communities, reputation and the company's finances.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Larry Page	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He holds a percentage of the company's voting shares, which compromises her independence. He is a former executive of the company. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Sergey Brin	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He holds a percentage of the company's voting shares, which compromises her independence. He is a former executive of the company. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Sundar Pichai	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect John L. Hennessy	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Frances H. Arnold	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect L. John Doerr	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Roger W. Ferguson, Jr.	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Ann Mather		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.


Vote recorded

ITEM 01.09	BOARD	POLICY
Elect K. Ram Shriram		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Robin L. Washington		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.



Vote recorded		
ITEM 03	BOARD	POLICY
Amendment to the 2021 Stock Plan	✓	✗
Proposer : Board		

The proposed share-based compensation plan does not meet all of the policy criteria. The policy is opposed to the use of share-option-based compensation plans for directors. The plan makes provisions for share grants to company consultants, suppliers, or contractual employees. A vote against the proposal was recorded.



Vote recorded		
ITEM 04	BOARD	POLICY
Increase in Authorized Common Stock	✓	✗
Proposer : Board		

It is the Board’s responsibility to make recommendations on the increase of capital shares based on a needs analysis and strategic opportunities. This general authorization is routinely requested at each annual assembly. The increase is higher than 50 % of outstanding shares, and is without a valid reason. A vote against

the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder proposal requesting disclosure, in a semi-annual report, of its corporate lobbying efforts.		
Proposer : Boston Common Asset		

This proposal requires the company to disclose all information related to its lobbying activities and its policies governing these activities. This report could be published at low cost on the company's website. After analysis, we believe the proposal is reasonable and aims to improve the transparency of corporate efforts to influence public policy. It is in the interest of the shareholders that the company discloses information about its lobbying efforts because there are risks to the reputation of the company. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding Lobbying Activity Alignment with the Paris Agreement		
Proposer : Zevin Asset Management		

In the proposal, shareholders ask Alphabet's board of directors to conduct an evaluation and publish a report within the next year describing whether, and how, its lobbying activities align with the Paris Agreement's ultimate goal of limiting average global warming to 1.5°C. The report should also address Alphabet's plans to mitigate the risks presented by any misalignment. Investors and companies are increasingly recognizing that ensuring alignment between their value statements and their lobbying expenditures, including those for trade associations, is an important consideration. In recent years, a number of European and Australian companies have begun to provide additional information on how they ensure that corporate funds are spent in a way that promotes their climate policy goals. The company publicly supports the goals of the Paris Agreement, advocates for specific science-based climate policies, leads investments in carbon-free energy, and recently announced new policies banning advertising that contradicts climate science. Although the company provides a lot of information in this regard in its report, we believe that it is incomplete. For example, the Company omits its commitment to or alignment with the position of the U.S. Chamber of Commerce or Business Roundtable, of which it claims to be a member. Accordingly, we do not believe that its current disclosures are sufficient to enable shareholders to fully understand how it engages with its trade associations on these issues. We know that corporate lobbying activities are incompatible with the achievement of the objectives of the Paris Agreement and pose regulatory, legal and reputational risks. The company seems to be lagging behind its peers. We find that Amazon's disclosures regarding the alignment of its lobbying activities with the Paris Agreement are better: it is one of the only companies that provide information on the actions it takes to ensure the alignment of its professional associations with its climate positions and potential. Given the influence of companies and their trade associations on public policy issues, it is important that companies like Alphabet ensure that their influence is exercised in a transparent and accountable manner and in a way that ensures their long-term sustainability. We believe that companies actively lobbying, directly or indirectly, in ways that appear to contradict their

priorities and positions can result in inefficient use of company resources, confuse a company's messages, and expose a company to significant reputational risk. In view of the above, we believe that support for this proposal is justified at the moment. We believe that the requested report would ensure that the company is transparent in its policy objectives, mitigates reputational risk, and provides assurance to shareholders that the company's funds are being spent in a manner that advances its stated objectives. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07	BOARD	POLICY
Shareholder Proposal Regarding Report on Physical Risks of Climate Change		
Proposer : Pax World Funds		

In this proposal, shareholders request that Alphabet publish a regular periodic assessment of resilience to the physical risks of climate change, including a description of the short, medium, and long-term measures it is taking to mitigate physical risks, including threats to its headquarters and other key assets due to sea-level rise and flooding. The physical risks of climate change present a significant and material risk for almost all companies. Although most of the companies' own emissions do not pose a significant risk, as is the case for Alphabet, no company is immune from the impacts of supply chains disrupted by rising sea levels, increased drought and floods, as well as more intense and frequent thunderstorms. These impacts related to climate change are actually manifested by risks and can have a real and significant impact on the ability of a company to carry out its activities normally. Alphabet has characterized the physical risks to its headquarters and data centers. In 2020, the Company conducted an updated global short-term (2030) and medium-term (2050) climate risk assessment that found exposure to flooding and extreme heat across the portfolio to be its greatest risks. Despite the company's disclosures about the identified risks, it offers little information regarding its adaptive planning for short-, medium- and long-term risks. It is prudent for shareholders to know whether Alphabet is taking reasonable mitigation measures or has contingency plans for its risks, such as efforts to protect or relocate its Bay Area headquarters and to mitigate risks to data centers. In its implementation guide, the TCFD recommends that reporting companies use the Sustainability Accounting Standards Board and the Climate Disclosure Standards Board, which are well established in the market with reporting tools rigorously developed and aligned with the TCFD, as a guidance to help shape reporting on strategies for mitigating physical damage related to climate risks. Thus, we believe that increased disclosure on this issue is justified. We note that the company provides important and solid information regarding its own emissions and the measures it is taking to reduce its own emissions, which is an important consideration for most companies. However, the risks the company is facing from its own environmental impacts are overshadowed by the more immediate and potentially significant risks from the physical impacts of climate change. Although the company provides some information on this in its CDP report, we believe that a more accurate accounting of these risks would be beneficial to shareholders in order to allow them to understand where the company's exposures are located and to assure them that the company has compiled a meaningful inventory of where it could be most affected by climate change. Therefore, we believe that support for this proposal is justified at the moment. A vote in favour of the proposal was recorded.



Vote recorded

ITEM 08	BOARD	POLICY
Shareholder Proposal Regarding Report on Water Management Risks		

Proposer : As you sow

In this proposal, the shareholders ask Google to report annually, at a reasonable cost, quantitative water-related measures by location, including data centers, and for each location, the practices implemented to reduce climate-related water risks. In the coming years, climate change is expected to exacerbate global water shortages. The increase in drought and water scarcity poses an inordinate risk to companies, and Alphabet is one of them. The company is headquartered in Mountain View, California, and it owns and leases offices and buildings in surrounding areas. In addition, the company owns and leases offices/buildings and R&D sites worldwide, mainly in North America, Europe, South America and Asia. Given the company's operations and its water needs, it could face direct reputational and significant regulatory risks, especially for operations in regions prone to water shortages. The company's data centers require significant amounts of water for cooling, and confront the company with risks, primarily of competition from local communities or other businesses or industries. In order to combat water overuse, many large companies have developed water planning measures, water conservation programs, and reports on water stress and its water use. While Alphabet recognizes the importance of water conservation issues, it does not offer any recent company-wide reports on its total water use and does not disclose its annual water use or other risk metrics by location. The group states that its information on local water use and its resources is in line with local government policies. The company claimed that public officials cannot disclose the company's water consumption and cannot respond to requests for a public registration act requesting information about Google's actual and proposed use of water, which has led to lawsuits, malice, and damage to its reputation. The company has provided a certain level of disclosure regarding some of its environmental initiatives, but we believe that this is insufficient in many respects. For example, the company does not disclose its water consumption for its individual data centers, providing only an aggregated figure of operational water consumption. Not having more detailed information in this regard could harm shareholders and stakeholders. Shareholders need this information to assess the risks incurred by the company as a result of its management of this issue. In addition, as demonstrated in the case of The Dalles Centre project, stakeholders in water-stressed regions need to be able to assess the impacts of the company on local communities. This disclosure would provide all stakeholders with the added benefit of knowing that water use issues were being monitored and managed. Thus, we believe that the information requested in this proposal could provide valuable information for these groups and that shareholders should support this resolution at this stage. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09	BOARD	POLICY
Shareholder proposal requesting that the Board of Directors commission an independent racial equity audit to analyze the company's negative impacts on Black, Native American and communities of color.		

Proposer : Nathan Cummings

Events in recent years, including the assassination of George Floyd and protests in support of the Black Lives Matter movement, as well as the disproportionate impact of the COVID-19 pandemic on ethnic minority communities and the inauguration of a president who has made racial equity one of his priorities, have all contributed to bringing systemic racism, violence, and racial inequality. In doing so, they have brought diversity, inclusion and equity issues to the forefront in the United States. It is therefore in the best interest of shareholders that companies identify and diligently address inequality issues within their communities and workforces. In the case of Alphabet, we find that the company discloses diversity data and information and that it has made commitments and measures to promote diversity, inclusion and equity. In particular, it has developed and published tools and resources to mitigate discriminatory bias, including in its products, and claims to have improved its algorithms to serve all users and reduce stereotypical representations of people and other forms of problematic outcomes. These actions and commitments deserve to be underlined. However, while Alphabet is making efforts to address racial inequities, we believe it is still in the interests of shareholders that it implement the proposal. Alphabet has been embroiled in racial controversies related to its practices, products and platforms and it is in the interests of shareholders that its impacts on communities of color be evaluated more thoroughly. An independent racial impact analysis would allow the company to objectively

assess whether its policies, practices, products, and activities may negatively impact not only its employees, but also communities of colour. All in all, it is a matter for the company to exercise due diligence in this area, to ensure that it does not unconsciously contribute to systemic or environmental racism and, where appropriate, to make the appropriate corrections. It would proactively identify and mitigate the risk of being associated with a racial equity controversy, which would expose the company to significant legal, financial, reputational, and even consumer boycott risks. The publication of the review report would also allow investors to better assess the risks involved. Finally, a growing number of companies have begun or agreed to engage in this type of exercise (including Citigroup, State Street, BlackRock, Airbnb, and Starbucks), recognizing the importance and value of this tool, and shareholder proposals addressing this issue generally receive high approval ratings, with the one submitted to Apple in 2022 receiving a majority of votes. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD POLICY

Shareholder proposal requesting that the Board of directors prepare a public report assessing the risks to the company associated with its use of concealment clauses in the context of illegal acts such as harassment and discrimination. These clauses are defined as any employment or post-employment agreement, such as mandatory arbitration, non-disclosure or non-disparagement agreements, that the company requires its employees or subcontractors to sign and that would limit their ability to discuss illegal acts in the workplace.



Proposer : Whistle Stop Capital

The use of concealment clauses in the context of harassment, discrimination, or other illegal acts is widely criticized in the United States, the main ones being that they are generally unfavorable to employees, that they can infringe on their rights and help to keep serious violations of workers' rights in the shadows. For example, confidentiality clauses attached to arbitration or included in settlement agreements have become highly contested in the wake of online campaigns to expose sexual violence such as #MeToo. Several argue that they have helped silence alleged victims of workers' rights abuses and settle disputes behind closed doors. In the case of the Weinstein affair, they may have allowed the Hollywood producer, accused by some fifty women of sexual harassment or assault, to perpetuate the alleged acts for years. According to Ariela Gross, a law professor at USC University, who is quoted by AFP, these involuntary non-disclosure clauses have "played a very large role as it turns out that there have been dozens of settlements in which women who might have brought sexual harassment lawsuits or might have spoken out publicly have signed these agreements." Thus, it is generally accepted that these clauses favour the stronger over the weaker, and that in cases of sexual harassment or assault, they have silenced victims and allowed the perpetrator to preserve his reputation. The same applies to mandatory arbitration clauses for employment-related claims. They prevent employees from going to court for complaints of sexual harassment, discrimination, wage theft, non-compliance with overtime laws, etc. Buried in employment contracts, sometimes without the knowledge of employees, these provisions require them to go before a private arbitrator, who is often more favorable to the employer than to the employee. These practices are also in the sights of federal and State lawmakers. For example, in March 2022, a federal law ending forced arbitration for sexual assault and harassment went into effect in the United States. For its part, California passed a law in 2021 that extends the limitations of confidentiality provisions in settlement agreements. These are now prohibited in cases related to any form of discrimination and harassment at work. The Act also prohibits the use of non-disparagement clauses in severance agreements and provides that any agreement relating to the termination of an employee's employment cannot include language that denies an employee's right to disclose information about illegal acts in the workplace. Other U.S. States also restrict the use of forced arbitration clauses and involuntary non-disclosure agreements. Le recours à ces pratiques expose donc les sociétés à des risques financiers, juridiques, réglementaires et d'atteinte à la réputation, sans compter les risques relatifs au capital humain et à leur capacité à attirer et retenir les talents. However, Alphabet is the subject of complaints of racial discrimination and a request to file a class action was filed in 2022. She has also been the subject of sexual harassment complaints and has had to settle out-of-court investor lawsuits over her handling of complaints. Finally, its disclosure about his use of concealment clauses could be enhanced. In this context, we believe it is in the best interests of shareholders that the company assesses in depth the impacts and risks associated with the use of concealment clauses in connection with illegal acts such as harassment and discrimination. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 11

BOARD POLICY

Shareholder Proposal Regarding Recapitalization

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✓

Proposer : NorthStar Asset Management

The founders of the company control more than 51% of the total voting rights while holding less than 12% of the shares and will continue to do so even if they have retired from the management of the company. This situation raises fears that the interests of public shareholders will be subordinated to those of the cofounders. Due to its voting structure, the company accepts money from public shareholders, but denies them an equal voice in the management of the company. Various corporate governance experts illustrate the growing concern about multi-class share structures. The Council for Institutional Investors recommends a seven-year phase-out of dual-class share offerings and the International Corporate Governance Network supports this recommendation. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 12

BOARD POLICY

Shareholder proposal requesting that the Board of Directors issue semi-annual reports detailing the company's policy for responding to requests to remove material from its platforms from the Executive Office of the U.S. President, the U.S. Centers for Disease Control and Prevention (CDC), or any other U.S. government agency or entity.

✗

✗

Proposer : National Legal and Policy Center

In general, we consider it to be in the interests of shareholders for companies to be transparent about government requests to change access to content. While some requests may be legitimate, others may infringe human rights and civil rights. Nevertheless, we have doubts about the real intentions of the proponent in this proposal. The National Legal and Policy Center (NLPC) is a right-wing non-profit organization that says it promotes ethics in public life through research, investigation, education and legal action and believes that the best way to promote ethics is to reduce the size of government. Their shareholder proposals often have the appearance of proposals from responsible investors who request information or actions to improve the social or environmental performance of companies, but after examination, we find that these could be aimed at thwarting their actions in these areas. In this case, its proposal addresses the U.S. government's content takedown requests, but may actually be aimed at curbing the company's attempts to help the Biden administration fight misinformation related to the COVID-19 pandemic. In summary, while we are usually supportive of initiatives that promote greater corporate transparency, we do not believe that the adoption of this proposal is in the best interests of shareholders. Given our concerns about the proponent's intentions and objectives, we do not believe that shareholders should support the proposal. A vote against the proposal was recorded.

Vote recorded

ITEM 13

BOARD POLICY

Shareholder proposal requesting that the Board of Directors commission a report evaluating Google's location of data centers in countries of human rights concern, as well as the company's strategies for mitigating the associated risks.



Proposer : SumOfUs

Companies operating in regions where there is a high risk of serious human rights abuses are at risk of being associated with such abuses, tarnishing their image and reputation, as well as being subject to lawsuits, consumer boycotts and divestments, in addition to operational risks. In the case of Alphabet, the proponent is concerned about its plans to locate Google data centers in countries with significant human rights violations. Of particular concern is his intention to set up a cyber zone in Saudi Arabia, a country that the U.S. State Department says does not protect free speech, monitors, controls and censors the Internet, and does not respect the human rights of cyber-dissidents. It should be noted that this project is receiving a lot of media attention and has been denounced by non-governmental organizations. In May 2021, Amnesty International and 38 other human rights groups and defenders ordered Google to abandon the project "until the company can publicly demonstrate how it will mitigate risks of adverse human rights impacts". Amnesty says that in Saudi Arabia, "a country where dissidents are arrested, jailed for their expression and tortured for their work – Google's plan could give the Saudi authorities even greater powers to infiltrate networks and gain access to data on peaceful activists and any individual expressing a dissenting opinion in the Kingdom." For its part, Reporters Without Borders (RSF) calls on "Google to establish sufficient safeguards for the protection of user data in order to prevent the government from exploiting this situation to reinforce its ability to spy on and silence dissidents." RSF recalls that Saudi Arabia has conducted several surveillance operations that targeted journalists. In November 2019, the Guardian actually reported that two Twitter employees were charged with espionage in the United States, after obtaining information about the personal accounts of opponents of the Saudi government. The complaint alleges a coordinated effort by Saudi officials to recruit Twitter employees to search the private data of thousands of Twitter accounts. In response to these concerns, Alphabet assured that an independent human rights assessment was conducted for the Saudi Arabian cloud area and that steps were taken to address the issues identified in that review. The assessment, however, has not been made public. However, given the seriousness of the risks involved in establishing a data center in a country known for its lack of respect for human rights, including with respect to online activities, we believe it is reasonable and prudent for Alphabet to be transparent and provide additional information about the human rights risks associated with the project and the steps it has taken or plans to take to prevent and mitigate them, rather than simply making general statements about its commitment to these rights. The proposal does not ask the company to abandon its project, but rather to outline how it will deal with its potential impacts on human rights. We believe that by being proactive, demonstrating robust human rights due diligence in this matter, and presenting its risk assessment and mitigation strategies, Alphabet could mitigate the financial, legal, operational and reputational risks of its presence in Saudi Arabia. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 14

BOARD

POLICY

Shareholder proposal requesting the publication of an annual report explaining how the Board of Directors manages the risks associated with the collection, privacy, and security of users' information.



Proposer : Brandon Hardy

Privacy, confidentiality and data security are very important issues for the company and its users. It also recognizes some data and privacy risks. In its 10-K 2021 report, Alphabet thus states that data privacy and security issues related to its technology and practices could damage its reputation, expose it to significant liability, and deter current and potential users or customers from using its products and services. The company adds that software bugs or defects, security breaches and attacks on its systems could result in the improper disclosure and use of users' information and interference with their ability to use its products and services,

thereby damaging its business operations and reputation. Alphabet further indicates that it is working to prevent and mitigate cyber-attacks, is making significant investments in safety and security, and is reviewing efforts to combat the misuse of its services and unauthorized access to user data by third parties. We note that the company is sensitive to the issues raised in the proposal and, in addition to disclosing certain data privacy risks, provides detailed information about its data privacy policies and practices. Nevertheless, we also note that for several years, Alphabet has been the subject of controversies regarding the collection, confidentiality and security of data, which expose it to significant financial, legal and reputational risks. As an example, in January 2022, AFP reported that prosecutors in the Washington DC, Indiana, Texas, and the State of Washington accused its Google subsidiary of collecting and storing geolocation data from Android operating system users and iPhone owners using a Google account even when they expressly refused. In addition to asking the courts in their respective states to order Google to cease these practices, they are demanding repayment of the revenue generated through the collection and use of the data, as well as fines. In another example, in September 2019, Google and YouTube agreed to pay a record US \$ 170 million to settle charges by the federal consumer protection agency (FTC) and the New York Attorney General that YouTube collected children's personal information without parental permission. Since then, a US\$ 3 billion lawsuit has been filed against YouTube for alleged violations of UK and EU children's privacy laws. Finally, it should be noted that in March 2021, a California judge refused to dismiss a class-action lawsuit filed against Google in June 2020, which alleged that the company violated the privacy of millions of users by unknowingly collecting data from their online activities while they were browsing in incognito mode on Chrome. The plaintiffs are demanding US\$5 billion. Given the numerous criticisms and lawsuits related to data privacy and protection that the company is facing, we believe it is justified and appropriate for the company to disclose additional information about how it manages and mitigates the risks associated with the collection, privacy and security of user information. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 15	BOARD	POLICY
Shareholder proposal requesting that the company disclose additional quantitative and qualitative information about its algorithmic systems, such as their use to target and deliver advertisements.	✗	✓
Proposer : Trillium ESG Global Equity Fund		

As the proponent points out, algorithms raise many ethical issues. For example, they can cause bias and discrimination in the content of Internet platforms. In an article published in 2019, the journal echo explained that an "algorithm can [...] be biased and reflect discrimination in force in society. There are two types of algorithmic biases, those that reproduce discrimination and those that manufacture it because they are built on learning datasets that are not representative of society," says engineer Anna Choury, an AI specialist. "These biases and discrimination can be found, among other things, in targeted advertisements that are created thanks to advertising algorithms. In 2015, researchers pointed to the gender bias of Google's automated advertising platform, AdSense, which presented lower-paying job offers to women compared to those targeting men, for a similar level of qualification. Another important issue concerns the creation of "echo chambers". In an article published in January 2022, CScience AI wrote that "media echo chambers are dead ends for the formation of our critical thinking. Stemming from social networks, they are at the origin of what we call political opinion bubbles." It explains that by this phenomenon, "our own worldview is no longer questioned since other opinions and ideas are no longer read or considered. Through this concentration, and even this crystallization of ideas, speeches can lead to political mobilization and lead to collective reactions." Thus, "hate speech is multiplying and reinforcing the social frustrations of Internet users. Then, they have the impression that their opinion is shared by the majority, which solidifies their thinking even more." Moreover, YouTube got caught in a national study by the Anti-Defamation League conducted in 2021, which showed that its algorithms lead to the recommendation of extremist and white supremacist videos to viewers who are already sensitive to racial hatred, even though the company works to remove such content from its platform. On the other hand, the ethical issues of algorithms are increasingly drawing the attention of U.S. legislators and bills have been introduced to increase the transparency of companies in this regard, for example with regard to the data collected and the way it is used to generate targeted advertising. For its part, the European Union passed a law in 2022 to hold online platforms

accountable for illegal and harmful content, which will, among other things, require them to be more transparent about how their algorithms recommend content and prevent them from targeting users with algorithms that use sensitive data, such as those based on gender, race or religion. As a result, the legal and regulatory risks associated with algorithms are increasing. Given the seriousness of the issues surrounding algorithms, the fact that Alphabet will be required to disclose more information about them under the new European law, and the fact that the proposal leaves a great deal of flexibility to the company in terms of what information it might publish, we believe that the proposal is in the best interests of shareholders and that its implementation would allow them to better understand the company's algorithmic systems and their impacts. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 16

BOARD POLICY

Shareholder proposal requesting that the Audit and Compliance Committee commission an independent human rights impact assessment report evaluating the effectiveness of the company's policies and practices for addressing the human rights impacts of its content management policies to combat misinformation and disinformation on its platforms. A summary of its findings should be published.



Proposer : Sustainability Group of Loring

Alphabet operates in a risk area regarding several human and civil rights issues, and controversy about these issues exposes the company to financial, legal, regulatory, operational, and reputational risks that could impact its shareholder value. In recent years, its subsidiary Google has also been the subject of several social controversies affecting the management of online content (disinformation, interference in elections, hate content targeting racial and ethnic minorities in particular). The same goes for its YouTube subsidiary. To take a recent example, in January 2022, the International Fact-Checking Network (IFCN) wrote an open letter focused on misinformation related to COVID-19, in which it accuses YouTube of allowing its platform to be used as a weapon by unscrupulous individuals in order to manipulate and exploit others. According to the IFCN, the measures taken by the company are insufficient and it urged it to take better measures to fight misinformation and disinformation. As another example, YouTube caught in 2021 in a national study by the Anti-Defamation League, which found that the platform still recommends extremist and white supremacist videos to viewers who are already sensitive to racial hatred, even though the company works to remove such content. In addition, we must emphasize that legal and regulatory risks are increasing, as scandals affecting the technology industry have led several countries to want to better regulate content management and to legally hold companies accountable. For example, Germany requires social networks to deal promptly and effectively with reports of hate speech by Internet users and provides for a fine of EUR 50 million for violators. In Australia, a law provides for fines and prison sentences for executives if companies fail to quickly remove heinous violent content. For its part, the European Union adopted, in April 2022, a regulation on digital services to fight against illegal content, such as hate speech and the apology of terrorism. Finally, in the United States, Republican and Democratic members of Congress, as well as President Biden, are discussing the possibility of amending the Communications Decency Act, which protects technology companies from liability for hate speech and misinformation, stating that they should not be considered publishers of information, but simply platforms for information. In this context, we consider that, although Alphabet has taken some steps to address the concerns raised in the proposal, it is in the shareholders' interest that it provide more information on how it is handling these issues, particularly with regard to human rights. An independent assessment of the effectiveness of its policies and practices in addressing the human rights impacts of its content management policies aimed at combating misinformation and disinformation on its platforms could help it determine whether they are sufficient or need to be improved. Such an assessment would allow it to better identify, address, mitigate and prevent negative human rights impacts arising from its content management, which exposes it to financial, legal, regulatory, operational, and reputational risks. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17**BOARD****POLICY**

Shareholder Proposal Regarding Report on Business Practices and Financial Returns

**Proposer :** John Chevedden

It is in the shareholders' interest that the quality of the information available or disclosed be improved. Furthermore, there are risks to the company's reputation. In effect, the proponent is asking the company to do more by publishing a report that would explain how the company balances its financial interests against environmental and social factors. The proponent points out that Google, the world's largest digital advertiser, generates a large portion of its revenue from the sale of ads, and that in just six months, it has generated more than \$5 million in ad revenue from the top 10 climate change misinformers. More than ever, voices are being raised to ask the Internet giants to better control the message on the different platforms. This issue represents an increasing risk for companies operating social networks. The publication of a report on this issue would provide better information to shareholders, who would be able to better evaluate the company. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded**ITEM 18****BOARD****POLICY**

Shareholder proposal requesting that the company report annually on its policies and practices to ensure that its board of directors achieves racial and gender representation better aligned with the demographics of its customers or the regions in which it operates.

**Proposer :** Arjuna Capital

It is now widely recognized that greater sexual, racial and ethnic diversity, both on the board of directors and in management, offers many advantages to companies. For example, a study commissioned by the Bank of Finland in 2012 stated that gender diversity has a positive impact on the managers' ability to innovate, growth, efficiency and return on investment, as well as on the performance of mergers and acquisitions. A study conducted the Conference Board also concluded that boards with gender diversity place greater emphasis on the management of conflicts of interest, risk management and other indicators of control. Besides, more diversity allows to compare different perspectives and leads to various solutions or strategies. Diversity would also have a positive effect on financial performance. Thus, according to a report released by McKinsey & Company in May 2020, companies with the most diverse management teams are more likely than ever to perform better than their peers. This study indicates that companies in the top quartile for ethnic and cultural diversity are now 36% more likely to have above-average profitability than those in the fourth quartile. This likelihood reached 21% for those with more women among their managers. In the case of Alphabet, we note that women remain underrepresented on its board of directors. Only 27% of its members will be women as a result of the 2022 elections, which is still far from the parity zone of 40-60%. In terms of racial diversity, 2 directors are Black and 2 others are of Asian descent, for a total of 40% of the directors, while members of racial or ethnic minorities make up 51% of its workforce in the United States and 42% of the American population. In relation to this diversity marker, we note that Alphabet does better than Amazon (18%), Apple and Microsoft (33%), Intel (30%), IBM (25%), and Oracle (7%), but lags behind Meta Platforms (50%). Although Alphabet is making efforts to increase diversity on its board and is transparent about this, we consider it necessary for Alphabet to further improve its representativeness, especially with regard to women and people of Hispanic origin, who constituted 18.5% of the U.S. population in 2021. In summary, given the many benefits associated with greater diversity on the board of directors, we believe that adoption of the proposal would benefit the company and its shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 19

BOARD POLICY

Shareholder Proposal Regarding Formation of Environmental Sustainability Committee

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✓

Proposer : Dale Wannan

The proponent asks that the Board establish an environmental committee. He argues that a board committee on climate change provides a better understanding of the risks associated with moving to a low-carbon economy. He says the creation of such a committee would reassure shareholders and stakeholders of its ability to manage the risks and opportunities that will arise as a result of climate change, which will continue to impact the economy. A census conducted by NASDAQ shows that 78% of listed companies have a committee mandated to study environmental issues as well as climate risks. Another study shows that the presence of an environmental committee improves the effectiveness of environmental strategies and, consequently, these companies show better environmental and social performance. In addition, the results show that the effectiveness of the environmental strategy explains the positive relationship between the sustainability committees of the boards of directors and the environmental and social performance of companies. We believe that an environmental and climate committee is essential in order to carry out an effective and efficient fight against climate change. It is necessary that this committee be independent of the executives. Thus, it will be able to issue clear and objective opinions and recommendations. Moreover, such a committee requires expertise that goes beyond the achievements of the executives. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 20

BOARD POLICY

Shareholder Proposal Regarding Employee Representative Director

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✓

Proposer : SOC Investment Group

It is proposed to appoint an employee director. Employees should have the possibility to suggest candidates for this position to the Nominating and Governance Committee. The proponent states that employee representation on the board of Directors would be particularly useful for more informed decision-making on issues critical to the company's success. We note that forms of employee participation in the management of private enterprises are present in Austria, Denmark, Finland, France, Germany, Hungary, Luxembourg, the Netherlands, Norway, Poland, Slovakia, Slovenia, and Sweden. There is no single model of employee representation; their representatives could be nominated directly by employees, unions or other employee committees (<http://bit.ly/2WywpPo>). Employees and management can engage in win-win relationships, especially in times of economic difficulties. According to a recent study on open non-financial corporations in Denmark, Sweden, and Norway during the 2008 financial crisis, those with salaried directors were able to more easily negotiate ways to reduce their labour costs to avoid layoffs, thanks to the ability of salaried directors to reduce information asymmetry and moral hazard inherent in employer-employee contracts (<http://bit.ly/2WuLW2I>). A vote in favour of the proposal was recorded. A vote in favour of the proposal was recorded.

ITEM 21

BOARD POLICY

Shareholder proposal requesting that the Board of Directors issue a report re-evaluating the company's policies in support of military and militarized policing activities and their impacts on stakeholders, user communities, reputation and the company's finances.



Proposer : Sanford Lewis

Aphabet operates in a risk area regarding several human and civil rights issues, and controversy about these issues exposes the company to financial, legal, regulatory, operational, and reputational risks that could impact its shareholder value. In recent years, its subsidiary Google has also been the subject of several social controversies about the impacts of some of its products on human rights. For example, in 2018, 1,400 Google employees signed a protest letter against the Dragonfly project, which involved developing a censored search engine for the Chinese market. Some have resigned to avoid working on products that allow censorship and surveillance of citizens, while others have joined forces with Amnesty International to demand the cancellation of the project. In short, this scandal has resulted in staff turmoil, litigation, the loss of highly skilled employees, and reduced morale and other employees' attachment to Google, which is all the more detrimental that its activities are based on its ability to attract and retain highly qualified talented employees, whose skills are often coveted by competitors. In another example, also in 2018, a dozen Google employees resigned and nearly 4,000 signed a petition to protest its collaboration with the Pentagon around the Maven military project. Employees were worried about the use of artificial intelligence for military drone technology. There was also an internal protest against Google's collaboration with immigration authorities at the border with Mexico, after the scandal over the inhumane treatment of immigrants under the Trump administration broke. Most recently, in October 2021, almost 700 Google employees signed an open letter urging the company to withdraw from the Nimbus project and break its contract with the government and the army of Israel, as they refuse to work on the technology used in order to harm Palestinians in the occupied territories and maintain Israeli institutions that have been accused of war crimes and apartheid. In their letter, the employees express concern about Google's meddling in securing contracts from institutions such as the U.S. Department of Defense, U.S. Customs and Border Control (ICE), and U.S. law enforcement, stating that "these contracts are part of a disturbing pattern of militarization, lack of transparency and avoidance of oversight." In addition, it should be noted that Google has been repeatedly accused of retaliating against employees who have spoken out against some of its practices or opposed projects because of their potential impact on human and civil rights. In light of these high-profile controversies and the vocal opposition of many employees and citizens to Google's contracts with States and government entities with less than stellar human records, we believe it is in shareholders' best interests for Alphabet to disclose additional information about how it manages and mitigates the risks of human and civil rights violations arising from the use of its products, which could help shareholders better understand and assess the financial, operational and reputational risks associated with the impact of its products on these rights. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Williams-Sonoma inc. (NYSE: WSM)	MEETING DATE 2022-06-01 ,
COUNTRY United States	RECORD DATE 2022-04-06
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 969904101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717028	Genus Fossil Free Canglobe Equity Fund - 160717028	5700

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Laura Alber	✓	✓
01.02	Elect Esi Eggleston Bracey	✓	✓
01.03	Elect Scott Dahnke	✓	✗
01.04	Elect Anne M. Finucane	✓	✓
01.05	Elect Paula B. Pretlow	✓	✓
01.06	Elect William J. Ready	✓	✓
01.07	Elect Frits Dirk van Paasschen	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Laura Alber	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

		Vote recorded
ITEM 01.02	BOARD	POLICY

Elect Esi Eggleston Bracey



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Scott Dahnke



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Anne M. Finucane



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Paula B. Pretlow



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect William J. Ready



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Frits Dirk van Paasschen



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. The CEO to median employee pay ratio is higher than 170:1. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	222400

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Marshall J. Lux	✓	✓
01.02	Elect Ronald A. Rosenfeld	✓	✗
01.03	Elect Lawrence J. Savarese	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Amendment to Articles to Permit Shareholders to Act by Written Consent	✓	✓
05	To modify company bylaws to require that directors renew their mandate on a yearly basis.	⊘	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Marshall J. Lux	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

		Vote recorded
ITEM 01.02	BOARD	POLICY
Elect Ronald A. Rosenfeld	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

		Vote recorded	
ITEM 01.03		BOARD	POLICY
Elect Lawrence J. Savarese		✓	✗
Proposer : Board			

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

		Vote recorded	
ITEM 02		BOARD	POLICY
Ratification of Auditor		✓	✓
Proposer : Board			

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

		Vote recorded	
ITEM 03		BOARD	POLICY
Advisory Vote on Executive Compensation		✓	✗

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Amendment to Articles to Permit Shareholders to Act by Written Consent



Proposer : Board

Last year, a shareholder proposal requesting that the company amend its articles to allow for written consent received the support of 79% of the vote cast. As a result, the company is proposing to amend its articles to include this possibility. It should be noted that 80% of shareholders must vote in favour for the articles to be amended. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

To modify company bylaws to require that directors renew their mandate on a yearly basis.



Proposer : Board

It is in the shareholders' interest that the directors be required to renew their mandate each year. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Comcast Corporation (CMCSA)	MEETING DATE 2022-06-01 ,
COUNTRY United States	RECORD DATE 2022-04-04
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 20030N101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	29600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Kenneth J. Bacon	✓	II
01.02	Elect Madeline S. Bell	✓	II
01.03	Elect Edward D. Breen	✓	II
01.04	Elect Gerald L. Hassell	✓	II
01.05	Elect Jeffrey A. Honickman	✓	II
01.06	Elect Maritza Gomez Montiel	✓	✓
01.07	Elect Asuka Nakahara	✓	✓
01.08	Elect David C. Novak	✓	✓
01.09	Elect Brian L. Roberts	✓	II
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Charitable Contributions Disclosure	✗	✓
05	Shareholder proposal requesting that the board of directors oversee and publish an independent racial equity audit analyzing the company's negative impacts on non-white stakeholders and communities of color.	✗	✓
06	Shareholder proposal that the company publish a report detailing the risks associated with the omission of perspective and ideology in its written equal employment opportunity policy.	✗	✗
07	Shareholder proposal that the Board of Directors issue a report assessing the effectiveness of the company's workplace sexual harassment policies, including the results of a comprehensive and independent investigation, an analysis of its policies and practices, and a commitment to creating a safe and inclusive work environment.	✗	✓
08	Shareholder Proposal Regarding Aligning Climate Goals With Employee Retirement Options	✗	✓

PROXY ANALYSIS

ITEM 01.01

Elect Kenneth J. Bacon

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

[Vote recorded](#)

ITEM 01.02

Elect Madeline S. Bell

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

[Vote recorded](#)

ITEM 01.03

Elect Edward D. Breen

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Gerald L. Hassell		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Jeffrey A. Honickman		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Maritza Gomez Montiel		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect Asuka Nakahara	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect David C. Novak	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Brian L. Roberts	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He has been on the board for over 10 years. This nominee is both CEO and Chairman, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Shareholder Proposal Regarding Charitable Contributions Disclosure



Proposer : National Legal and Policy Center

The shareholder proposal, filed by the National Legal and Policy Center, requests disclosure of the company's charitable or political contributions. The shareholder requests that this disclosure be made on the company's website on a semi-annual basis. The contributions that should be disclosed are all contributions that exceed \$999. Charitable donations could promote executive's interest and not those of the company and other stakeholders. In addition, political or charitable donations represent less financial resources for projects supporting the company's development. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder proposal requesting that the board of directors oversee and publish an independent racial equity audit analyzing the company's negative impacts on non-white stakeholders and communities of color.



Proposer : SEIU Master Trust

Events in recent years, including the assassination of George Floyd and protests in support of the Black Lives Matter movement, as well as the disproportionate impact of the COVID-19 pandemic on ethnic minority communities and the inauguration of a president who has made racial equity one of his priorities, have all contributed to bringing systemic racism, violence, and racial inequality, including in employment, to the attention of the media, the public, and policymakers. In doing so, they have brought diversity, inclusion and equity issues to the forefront in the United States. It is therefore in the interests of shareholders that companies diligently identify and address inequality issues within their communities and workforces. In the case of Comcast, we note that the company discloses diversity data and information, including its EEO-1 report on the gender and race composition of its workforce, and that it has made commitments and taken steps to promote diversity, inclusion and equity. For example, in 2020, Comcast announced that it would spend \$100 million in cash and advertising to advance programs to address inequalities related to race, ethnicity, gender identity, and sexual orientation, among others. Another example is the Comcast RISE program, which supports small businesses owned by people of color. These actions and commitments deserve to be highlighted. However, even as Comcast strives to address racial inequities, we believe it remains in the best interests of shareholders for the company to implement the proposal. Comcast has been embroiled in racial controversies in the past and it is in shareholders' interests that its impacts on communities of color be evaluated more thoroughly. An independent racial impact analysis would allow the company to objectively assess whether its policies and practices may negatively impact not only its employees but also communities of color. All in all, it is a matter for the company to exercise due diligence in this area, to ensure that it does not unconsciously contribute to systemic racism and, where appropriate, to make the appropriate corrections. As a result, it could proactively identify and mitigate the risk of being associated with a racial equity controversy, which would expose the company to significant legal, financial, reputational, and even consumer boycott risks. The publication of the report would also allow investors to better assess the risks involved. Finally, a growing number of companies have begun or agreed to engage in this type of exercise (including Citigroup, State Street, BlackRock, Airbnb, and Starbucks), recognizing the importance and value of this tool, and shareholder proposals addressing this issue generally receive high approval rates, with the one submitted to Apple in 2022 receiving a majority of votes. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Shareholder proposal that the company publish a report detailing the risks associated with the omission of perspective and ideology in its written equal

employment opportunity policy.

✗

✗

Proposer : The National Center for Public Policy Research

Companies that do not respect the principle of employment equity are exposed to financial, legal, and reputational risks, as well as risks of disinvestment by responsible investors. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer many advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of group think and reducing risks associated with discrimination. Studies have also shown that gender and racial diversity has a positive effect on financial performance. In the case of Comcast, we note that the company states in its code of conduct that it promotes a culture of fairness, respect, and inclusion. It prohibits harassment or discrimination on the basis of race, ethnicity, sex, sexual orientation, gender identity or expression, religion, age, marital status, national origin, ancestry, pregnancy or maternity, medical condition, physical or intellectual disability, or any other legally protected trait or status. Its code of conduct also states that Comcast encourages witnesses of any discriminatory, harassing, offensive, abusive, threatening or retaliatory behaviour to come forward and is committed to creating an environment in which employees feel comfortable raising concerns without fear of retaliation. Comcast also has a dedicated Diversity, Equity and Inclusion webpage, a statement on harassment and discrimination, and a statement on its diversity, equity and inclusion initiatives. In addition, in its response to the proposal, the Board assures that Comcast recognizes that its employees present a wide range of political views and that it respects and encourages that diversity of thought, so long as its expression is consistent with applicable laws and company policies. On the other hand, we have doubts about the real intentions of the proponent. Indeed, the National Center for Public Policy Research (NCPPR) has a long history of filing anti-social proposals that serve its political agenda more than the interests of shareholders and the company. Their shareholder proposals often have the appearance of proposals from responsible investors who request information or actions to improve the social or environmental performance of companies, but after examination, we find that these could be aimed at thwarting the company's actions in these areas. Note that they have often targeted companies that defend, for example, the rights of people from the lesbian, gay, bisexual, and transgender (LGBT) community or who are in favor of the fight against climate change and the development of renewable energies. Therefore, while we generally support a high degree of transparency by companies in their assessment and management of non-financial risks, including those associated with discrimination and harassment, we do not believe that shareholders should support this proposal, given our concerns about the proponent's intentions and objectives, and the fact that Comcast appears to already have a strong non-discrimination policy. A vote against the proposal was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

Shareholder proposal that the Board of Directors issue a report assessing the effectiveness of the company's workplace sexual harassment policies, including the results of a comprehensive and independent investigation, an analysis of its policies and practices, and a commitment to creating a safe and inclusive work environment.



✗

✓

Proposer : Dorrit Lowsen

The negative consequences of harassment and discrimination at work are numerous, both for the victims and for the companies. These include reduced productivity, loss of employee interest and commitment to their work, low staff morale, reduced quality of service, increased risk of error, increased absenteeism or turnover, reduced ability to attract and retain employees, increased health care costs, and legal fees. In short, in addition to the obvious risks of reputational damage, companies associated with harassment or discrimination are exposed to financial, legal, and operational risks, even boycotts, and divestments, which can damage shareholder value. We must also recall that the prevention of discrimination and harassment, as well as the creation of an open and diverse work environment, at all

levels of the organization, offer many advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of groupthink and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. Thus, according to a report released by McKinsey & Company in May 2020, companies with the most diverse management teams are more likely than ever to perform better than their peers. In the case of Comcast, we note that alleged instances of sexual harassment in the workplace have attracted negative public attention to the company and its NBC News affiliate, and that Comcast and its NBC News affiliate have been criticized for their handling of certain complaints. For example, NBC fired Matt Lauer in 2017, after a colleague accused him of "inappropriate sexual behaviour." Subsequently, other women claimed to have been sexually harassed at work by the star journalist, one of whom said that NBC had concealed accusations against him. According to journalist Ronan Farrow, charges against Matt Lauer were hushed up through nondisclosure agreements with at least 7 former NBC News employees. The proponent, Arjuna Capital, recalls that the controversy in this case focused on the lack of transparency of NBC, which decided to favor an internal investigation led by management rather than entrusting its conduct to independent third parties. Comcast call centre employees also argued that the company failed in its responsibility to provide them with a safe workplace and tolerated a hostile culture of sexual harassment. In addition, the New York State Attorney General's office launched an investigation in 2019 into allegations of sexual harassment, retaliation and gender discrimination against NBC News. In this context, we believe that an independent investigation of the company's policies would be in the interests of shareholders. It would have much more credibility than an internal management investigation, especially if it deals with corporate failures to prevent sexual harassment in the workplace, which puts executives in a conflict of interest situation. An independent investigation could also give shareholders and employees confidence that the company takes this issue very seriously and that it is doing everything it can to protect its employees and hold those responsible accountable. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 08	BOARD	POLICY
Shareholder Proposal Regarding Aligning Climate Goals With Employee Retirement Options		
Proposer : The Elizabeth Kantor Trust		

In this proposal, shareholders request that the board prepare a report reviewing the company's pension plan options with the board's assessment of how the company's existing investment options align with its climate action goals. Shareholders applaud the company for adopting ambitious operational climate goals, but unfortunately, data from SEC filings shows a gap between the company's sustainability goals and the investment options offered through its retirement investment plan, as each investment fund offered through the retirement plan, including the default option holding 52% of employee investments, contains significant fossil fuel resources. As such, the proponents suggest that this report shows how the company could offer employees more sustainable investment options, such as a default option that is better aligned with global and company climate goals. In addition, they want the company to justify its decision if the board does not intend to include additional low-carbon investment options in its employee retirement plan. A recent scorecard produced by shareholder representative As You Sow shows that the company's default pension plan option is rated poorly due to significant investments in fossil fuel companies, as well as in companies with deforestation risk. The company's pension plan currently does not offer any low-carbon diversified equity funds and it does not offer any funds examined for environmental or social impact. In 2020, the majority of the \$15.1 billion in employee pensions was invested in funds with low carbon emissions ratings. As is customary for large pension plans, the company has an internal management investment committee that acts as a trustee of its pension plans, which, with the help of third-party professional advisors, is responsible for the administrative tasks of selecting and monitoring the company's pension plans and plan investment options. U.S. law requires that the selection of 401(k) investment options by the plan trustee be made independently of the company's leadership in environmental sustainability and operational climate goals. This proposal would seek to impose a specific and uniform set of non-economic objectives, promoted by the company and set for reasons completely independent of any specific financial planning or investment considerations, on all members and beneficiaries of its pension plan. There is no link, and indeed, under

the law, there can be no link, between the company's climate action objectives or other values and the selection of investment funds made available to its pension plans. As a result, As You Sow has filed an exemption request urging support for this proposal. In general, we believe it is prudent for management to assess its potential exposure to all risks, including environmental and social concerns and related regulations, in order to incorporate this information into its overall business risk profile. According to As You Sow, if the company does not change its pension plan options, there could be a risk of reputational damage by contradicting its disclosed climate objectives. Thus, we believe that it is in the interests of shareholders to follow the proposal. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Arista Networks Inc. (NYSE:ANET)	MEETING DATE 2022-05-31 ,
COUNTRY United States	RECORD DATE 2022-04-06
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 040413106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	8500

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Charles H. Giancarlo	✓	
01.02	Elect Daniel Scheinman	✓	
02	Advisory Vote on Executive Compensation	✓	✗
03	Frequency of Advisory Vote on Executive Compensation	1	1
04	Ratification of Auditor: Ernst and Young	✓	

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Charles H. Giancarlo	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Daniel Scheinman	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-

independent by the policy, sits on these committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Advisory Vote on Executive Compensation				
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The grant of bonuses linked to performance is at the directors' discretion. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Frequency of Advisory Vote on Executive Compensation			1	1
Proposer : Board				

The proposal aims to set, in a non-restrictive manner, the frequency that shareholder will have the opportunity to approve an executive compensation program. It is relevant to allow shareholders a yearly opportunity to voice their concerns. A yearly frequency is in the shareholders' interest and has been selected.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Ratification of Auditor: Ernst and Young				
Proposer : Board				

More than 25% of the fees paid to the firm were for services other than financial auditing. In the absence of the option against, an abstention was recorded.

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PROXY SUMMARY

ISSUER Lowe's Companies Inc. (LOW)	MEETING DATE 2022-05-27 ,
COUNTRY United States	RECORD DATE 2022-03-21
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 548661107

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Raul Alvarez	✓	✗
01.02	Elect David H. Batchelder	✓	✗
01.03	Elect Sandra B. Cochran	✓	✓
01.04	Elect Laurie Z. Douglas	✓	✓
01.05	Elect Richard W. Dreiling	✓	✗
01.06	Elect Marvin R. Ellison	✓	✗
01.07	Elect Daniel J. Heinrich	✓	✓
01.08	Elect Brian C. Rogers	✓	✓
01.09	Elect Bertram L. Scott	✓	✓
01.10	Elect Colleen Taylor	✓	✓
01.11	Elect Mary Elizabeth West	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Amendment to the 2006 Long Term Incentive Plan	✓	✗
05	Shareholder Proposal Regarding Median Gender and Racial Pay Equity Report	✗	✓
06	Shareholder Proposal Regarding Proxy Access Bylaw Amendment	✗	✓
07	Shareholder Proposal Regarding Report On Risks From State Policies Restricting Reproductive Health Care	✗	✓

08	Shareholder Proposal Regarding Civil Rights Audit	✗	✗
09	Shareholder Proposal Regarding Report on Human Rights Risks from Supply Chain Employee Misclassification	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Raul Alvarez	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect David H. Batchelder	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Sandra B. Cochran	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Laurie Z. Douglas	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Richard W. Dreiling	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY

Elect Marvin R. Ellison



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Daniel J. Heinrich



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Brian C. Rogers



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Bertram L. Scott



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Colleen Taylor



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Mary Elizabeth West



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Amendment to the 2006 Long Term Incentive Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. Stock appreciation rights are akin to phantom stock. This type of grant does not align Management's interests those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder Proposal Regarding Median Gender and Racial Pay Equity Report



Proposer : Board

Large wage disparities based on gender, race, and ethnicity persist in the United States, whether or not factors such as experience, training, industry, or hours of work are considered. For example, the median salary of black people was 75.6% of that of their white peers in 2019, according to the Economic Policy Institute. Far from closing, this gap has widened since 2000. Moreover, according to a Glassdoor study released in 2019, the gender-adjusted pay gap is 4.9%, while the gross gap reaches 21.4%. Several researchers and economists believe that this inexplicable gap could be attributable to gender-based discrimination, Which can lead to expensive lawsuits and harm the image of companies and their ability to recruit and retain talented employees. Legal risks are increasing. In 2019, the U.S. House of Representatives passed a bill to amend the 1963 Equal Pay Act, which require employers to prove that pay gap are related to employee's performance and not to their gender; the bill has been in the hands of the Senate since then. On their side, California, Massachusetts, New York, and Maryland have already tightened their legislation on that matter. In Iceland, companies with at least 25 full-time employees must prove that they pay equal pay for equal work, regardless of the sex of the employee, or financial penalties may ensue, while in the United Kingdom companies with more than 250 employees must disclose the gender pay gap every year and may soon also have to publish their race-based pay gaps. On the other hand, studies show that companies that demonstrate transparency, who track down and do their utmost to eliminate wage gaps are promoting a better representation of women at all levels of the organization, which allows them to profit from the many benefits of diversifying the workforce, including within the senior management. Lowe's does not disclose any quantitative measures on wage gaps on the basis of gender or race, while this type of reporting is becoming increasingly common, with more than 20% of the largest US companies reporting such data. We must add that while the existence of adjusted gaps may reveal the presence of wage discrimination, whether conscious or not, the gross gaps may indicate an underrepresentation of women or members of minorities in high-paying jobs, or even a problem of systemic discrimination in promotion. We als note that, unlike Lowe's, the companies Citigroup, Mastercard, Starbucks, Bank of New York Mellon, Adobe, Wyndham Hotels and Resorts, and Pfizer have adopted the best practice for the publication of pay equity reports, which consists in also declaring the gross gap as well as the adjusted gap. As a result, we believe that it is in the interest of the shareholders that the company is more transparent and publish the requested information. By fighting these gaps and disclosing more information on this question, it will mitigate the legal, financial and reputational risk associated with discriminatory practices, While increasing their ability to attract and retain a skilled workforce in order to build diverse and innovative teams by demonstrating that their employees are paid fairly and equitably, regardless of their gender or their ethnic or racial origin. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Shareholder Proposal Regarding Proxy Access Bylaw Amendment



Proposer : Board

In this proposal, shareholders are asking our Board of Directors to take the necessary steps to allow as many shareholders as necessary to combine their shares to reach 3% of our shares held continuously for 3 years to allow access to shareholder proxies. Proxy access allows a group of shareholders to appoint a director who will compete with the directors appointed by management to see who gets the most votes. Currently, a limit of 20 shareholders must have held \$5 billion of the company's stock for three uninterrupted years in order to nominate a candidate to the board under its proxy access rules, but this limit does not allow for a diverse group of shareholders. The adoption of this proposal would show management's commitment to diversity. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

Shareholder Proposal Regarding Report On Risks From State Policies Restricting Reproductive Health Care



Proposer : Board

In April 2022, La Presse reported that according to the Guttmacher Institute, a pro-choice organisation, 108 laws restricting access to abortion were passed in 19 U.S. States in 2021. In 2022, 1,885 provisions on sexual rights and reproductive health were under consideration in 46 States, as of March 24. It should be noted that several Republican-led states in the U.S. are trying to ban abortion pills, which are used in a majority of abortions in the U.S. (<https://bit.ly/3zhPvR9>). The Supreme Court is also scheduled to issue a decision in June 2022 regarding Roe v. Wade, who legalized abortion all over the country. This could result in the highest court in the United States invalidating or weakening the law, which could lead to several States banning abortion. In addition, the adopted or proposed restrictions on women's sexual rights and reproductive health have led to numerous protests in the United States in defense of voluntary termination of pregnancy (abortion) and women's rights. We also note that although this is a very divisive issue, several US companies have taken a public stand on this issue and supported women's right to abortion. According to an article in the French newspaper Les Echos, Amazon, Salesforce, Microsoft, Apple, Levi's, Bloomberg, WPP, Citigroup, and Starbucks have taken steps to cover abortion-related travel costs. For its part, Gucci said that "access to reproductive health care is a fundamental human right," while Tesla indicated that its mutuals will include covering travel and hotel expenses for employees who would have to travel to another State to receive care. Match, Bumble, and Hewlett Packard plan to pay for medical expenses, in addition to travel expenses. Finally, Lyft and Uber have pledged to pay the legal costs of their drivers who would be prosecuted under anti-abortion laws for helping women wanting to have an abortion (<https://bit.ly/38pFMgs>). We note that the shareholder proposal does not ask Lowe's to take a position in the debate, but rather to assess the risks associated with state laws that restrict reproductive health care, for example on employee hiring, retention and productivity. Since the company has operations in all U.S. States, it might be interesting to know if, among other things, it is considering accommodations for its employees who would like to change their State and work in one of its stores located in an abortion-friendly state. We therefore believe that, beyond the issue of abortion, the proposal addresses a human capital issue and that it is in the shareholders' interest that Lowe's publish the additional information requested, which would allow them to better assess the risks to which the company is exposed due to the new anti-abortion laws and how it intends to manage them. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD

POLICY



Shareholder Proposal Regarding Civil Rights Audit



Proposer : Board

Companies that do not respect the principle of employment equity are exposed to financial, legal, and reputational risks, as well as risks of disinvestment by responsible investors. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer many advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of group think and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. Thus, according to a report released by McKinsey & Company in May 2020, companies with the most diverse management teams are more likely than ever to perform better than

their peers. Its new study indicates that companies in the top quartile for ethnic and cultural diversity are now 36% more likely to have above average profitability than those in the fourth quartile. This likelihood reached 21% for those with more women among their managers. It is thus in the interest of shareholders that companies address issues related to diversity, inclusion, and equity and that they combat discrimination in employment. However, while we support greater transparency on the part of companies, we have doubts about the real intentions of the proponent. Indeed, the proposal filed by the National Center for Public Policy Research's (NCPPR) does not appear to have the primary motive of preventing discrimination and ensuring an open and inclusive workplace. The NCPPR has a long history of filing anti-social proposals that serve its political agenda more than the interests of shareholders and the company. Their shareholder proposals often have the appearance of proposals from responsible investors who request information or actions to improve the social or environmental performance of companies, but after examination, we find that these could be aimed at thwarting the company's actions in these areas. Note that they have often targeted companies that defend, for example, the rights of people from the lesbian, gay, bisexual, and transgender (LGBT) community or who are in favor of the fight against climate change and the development of renewable energies. In this case, they criticize programs to address racial discrimination and promote racial equity as "discriminatory. In this context, we do not believe it is justified to support the proposal. A vote against the proposal was recorded.

		Vote recorded	
ITEM 09		BOARD	POLICY
Shareholder Proposal Regarding Report on Human Rights Risks from Supply Chain Employee Misclassification			
Proposer : Board			

The discovery of serious violations to human rights and worker rights within the supply chain of a company can expose them to significant financial, legal, operational and reputational risks, or even to boycott and disinvestment. In its proposal, the International Brotherhood of Teamsters is particularly interested in the risks associated with companies that consider their drivers to be self-employed rather than employees and that could end up in the supply chain or in Lowe's distribution networks. The union points out that over the past decade, the California Labor Commission has awarded more than US\$50 million to misclassified port drivers, while millions of dollars have been awarded in private litigation involving port drivers. The union says the misclassification would allow companies not to offer workers some basic protections, such as minimum wage, overtime pay and other benefits. The proponent noted that Lowe's human rights policy states that the company tracks events related to its commitment to human rights and reports publicly on its progress on an annual basis, but regretted that its 2020 report contained no discussion of the issue raised. However, we note that the issue of employee misclassification has been getting a lot of attention in recent years, one of the high-profile cases being that of Uber drivers. The subject, however, is not a new one. In 2000, a study commissioned by the U.S. Department of Labor found that between 20% and 30% of employers audited had misclassified workers, and that up to 95% of workers who claimed to have been misclassified were reclassified as employees following a review. This classification is important because most federal and state labor-related protections, such as minimum wage, overtime pay, and protection from discrimination and harassment, are afforded only to employees. Laws have also been passed to combat the misclassification of employees, especially in California. There are therefore risks for companies that would have companies in their supply chain or distribution networks that mistakenly classify employees as contractors or self-employed. On the other hand, we note that while Lowe's requires its suppliers to comply with all applicable laws and regulations, as well as its policies, the company offers little information on how it ensures compliance with its supplier code of conduct, indicating only that it may conduct inspections or contract them out to an independent auditor. The value and credibility of codes of conduct are closely linked to the use of qualified independent verifiers. In this context, we believe it is in the best interests of shareholders to support the proposal and for Lowe's to further evaluate and be transparent about the risks that may arise from companies misclassifying employees as independent contractors in its supply chain and distribution channels. A vote in favour of the proposal was recorded.

PROXY SUMMARY

ISSUER Linamar Corporation (LNR)	MEETING DATE 2022-05-26 ,
COUNTRY Canada	RECORD DATE 2022-03-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 53278L107

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717027	Genus Fossil Free Canglobe Equity Fund	21800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Linda S. Hasenfratz	✓	
01.02	Elect Jim Jarrell	✓	
01.03	Elect Mark Stoddart	✓	
01.04	Elect Lisa Forwell	✓	
01.05	Elect Terry Reidel	✓	
01.06	Elect Dennis Grimm	✓	
02	Appointment of Auditor and Authority to Set Fees	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Linda S. Hasenfratz	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently the chief executive officer of the firm. This nominee is both CEO and Chairwoman, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Jim Jarrell	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief operating officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Mark Stoddart		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Lisa Forwell		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Terry Reidel		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Dennis Grimm				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees				
Proposer : Board			<hr/>	

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Old Republic International Corporation (NYSE:ORI)	MEETING DATE 2022-05-26 ,
COUNTRY United States	RECORD DATE 2022-03-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 680223104

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Steven J. Bateman	✓	✓
01.02	Elect Lisa Jefferies Caldwell	✓	
01.03	Elect John M. Dixon	✓	
01.04	Elect Glenn W. Reed	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Approval of the 2022 Incentive Compensation Plan	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Steven J. Bateman	✓	✓
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Lisa Jefferies Caldwell	✓	
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect John M. Dixon				
Proposer : Board				

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Glenn W. Reed				
Proposer : Board				

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Compensation is not based on company performance. In the event of a change of control, the directors' employment contract includes accelerated vesting of awards which goes against the policy. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Approval of the 2022 Incentive Compensation Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. This plan's share-dilution rate is over 10%. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Life Storage Inc. (NYSE:LSI)	MEETING DATE 2022-05-26 ,
COUNTRY United States	RECORD DATE 2022-03-29
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 53223X107

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	9400

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Mark G. Barberio	✓	
01.02	Elect Joseph V. Saffire	✓	
01.03	Elect Stephen R. Rusmiser	✓	
01.04	Elect Arthur L. Havener, Jr.	✓	
01.05	Elect Dana Hamilton	✓	✓
01.06	Elect Edward J. Pettinella	✓	
01.07	Elect David L. Rogers	✓	
01.08	Elect Susan S. Harnett	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Mark G. Barberio	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Joseph V. Saffire		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Stephen R. Rusmiser		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Arthur L. Havener, Jr.		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

BOARD POLICY

✓ ✓



BOARD POLICY

10/10



BOARD POLICY



<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Susan S. Harnett			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER McDonald's Corporation (MCD)	MEETING DATE 2022-05-26 ,
COUNTRY United States	RECORD DATE 2022-03-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 580135101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	16800

ITEM	PROPOSAL	BOARD	POLICY
`01.01	To approve the election of the director: Lloyd Dean	✓	✓
`01.02	To approve the election of the director: Robert Eckert	✓	✗
`01.03	To approve the election of the director: Catherine Engelbert	✓	✓
`01.04	To approve the election of the director: Margaret Georgiadis	✓	✓
`01.05	To approve the election of the director: Enrique Hernandez, Jr.	✓	✗
`01.06	To approve the election of the director: Christopher Kempczinski	✓	✗
`01.07	To approve the election of the director: Richard Lenny	✓	✗
`01.08	To approve the election of the director: John Mulligan	✓	✓
`01.09	To approve the election of the director: Sheila Penrose	✓	✗
`01.10	To approve the election of the director: John Rogers	✓	✗
`01.11	To approve the election of the director: Paul Walsh	✓	✓
`01.12	To approve the election of the director: Miles White	✓	✗
`02	Advisory Vote on Executive Compensation.	✓	✗
`03	To approve the appointment of the auditing firm Ernst & Young.	✓	✓
`04	To reduce the number of shares that must be held in order to be able to convene a special general meeting.	✗	✓
`05	Shareholder proposal to issue a report information, describing how the company will reduce its plastics use in alignment with the reductions findings of the Pew Report, or other authoritative sources, to feasibly reduce ocean pollution	✗	✓
`06	Shareholder proposal to publish a report on the link between the public-health costs created by the use of antibiotics in the Company's supply chain and McDonald's prioritization of enterprise risk and the manner in which such costs may affect the market returns available to its diversified shareholders.	✗	✓

'07	Shareholder proposal requesting McDonald's confirm that the confinement of gestating pigs in individual stalls will be ended in its U.S. pork supply chain by 2022. If McDonald's cannot so confirm, shareholders request disclosure of: 1) the percentage of pork in its U.S. supply produced without locking gestating pigs in solitary confinement stalls, and 2) the risks McDonald's may face over the disparity between its gestation stall pledges/reporting and the reality within its supply chain	✗	✓
'08	Shareholder proposal requesting that the Board of directors oversee an independent audit to analyze the negative impact of the company's policies and practices on the civil rights of its stakeholders and provide recommendations to improve this impact.	✗	✓
'09	Shareholder proposal asking that the company's political contributions be disclosed.	✗	✗
'10	Shareholder proposal requesting the Company to annually issue a transparency report on global public policy and political influence, disclosing company expenditures and activities outside of the United States. Such report should disclose company funding and in-kind support directed to candidates or electioneering, lobbying, and charitable donations for the preceding year.	✗	✓

PROXY ANALYSIS

ITEM '01.01	BOARD	POLICY
To approve the election of the director: Lloyd Dean	✓	✓

Proposer : Board

This election is being contested by activist shareholder Carl Icahn, through his company Icahn Enterprises LP. It accuses McDonald's of failing to live up to its 2012 commitment to source pork exclusively from suppliers that do not use gestation stalls. While it is appropriate for shareholders to challenge companies by reminding them of their commitments, Icahn's request to have two directors elected is disproportionate to his shareholding (less than 0.001%). For this reason, we vote on the company's list. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM '01.02	BOARD	POLICY
To approve the election of the director: Robert Eckert	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is a

member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.03			BOARD	POLICY
To approve the election of the director: Catherine Engelbert			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.04			BOARD	POLICY
To approve the election of the director: Margaret Georgiadis			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.05			BOARD	POLICY
To approve the election of the director: Enrique Hernandez, Jr.			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is a

member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.06			BOARD	POLICY
To approve the election of the director: Christopher Kempczinski			✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.07			BOARD	POLICY
To approve the election of the director: Richard Lenny			✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.08			BOARD	POLICY
To approve the election of the director: John Mulligan			✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.09			BOARD	POLICY
To approve the election of the director: Sheila Penrose			<div>✓</div>	<div>✗</div>
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.10			BOARD	POLICY
To approve the election of the director: John Rogers			<div>✓</div>	<div>✗</div>
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM `01.11			BOARD	POLICY
To approve the election of the director: Paul Walsh			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM `01.12	BOARD	POLICY
To approve the election of the director: Miles White	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM `02	BOARD	POLICY
Advisory Vote on Executive Compensation.	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM `03	BOARD	POLICY
To approve the appointment of the auditing firm Ernst & Young.	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM `04	BOARD	POLICY
To reduce the number of shares that must be held in order to be able to convene a special general meeting.	✗	✓

Proposer : John Chevedden

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. This proposal improves the company's governance practices. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM `05	BOARD	POLICY
Shareholder proposal to issue a report information, describing how the company will reduce its plastics use in alignment with the reductions findings of the Pew Report, or other authoritative sources, to feasibly reduce ocean pollution	✗	✓

Proposer : As You Sow Foundation / The Leventhal-Walton Family Trust

In this proposal, the shareholders request that McDonald's Board of Directors issue a report, for a reasonable fee and excluding proprietary information, describing how the company will reduce its use of plastic consistent with the findings of the Pew Charitable Trusts report or other authoritative sources, in order to feasibly reduce ocean pollution. In its groundbreaking study, Breaking the Plastic Wave, Pew Charitable Trusts concluded that if all current industry and government commitments were met, plastic deposition in the oceans would be reduced by only 7%, and without immediate and sustained new commitments throughout the plastics value chain, annual plastic flows to the oceans could nearly triple by 2040. If the production and incineration of plastics continues to increase as expected, these greenhouse gas (GHG) emissions will increase to 49 million tonnes by 2030 and 91 million tonnes by 2050, according to the World Energy Council. The impact of plastic in terms of GHG emissions and consumption of fossil fuels for its manufacture as well as its impact on the aggravation of risks related to climate change are far from being the only problems associated with this material. They also harm animals through ingestion and entanglement. Without immediate and sustainable commitments along the plastic value chain, the annual flow of plastic into the oceans could almost triple by 2040. Plastic pollution alone, which has increased tenfold since 1980, kills nearly 1.5 million animals each year (<https://bit.ly/2ZxJbS5>). In addition, we note that the plastics industry continues to receive very significant funding: the portfolio.earth initiative revealed in January 2021 that the world's major banks are giving it nearly USD 800 million per day (<https://bit.ly/37lmkO4>). Given the importance of this issue, investors filed proposals on reducing the use of plastic with several companies in 2021, including Amazon.com and Du Pont de Nemours (<https://bit.ly/3gnF98B>). Today, in order to combat plastic pollution, the European Union banned ten single-use plastic products commonly found in ocean cleaning operations and imposed a \$1/kg tax on non-recycled plastic packaging waste. If companies such as McDonald's do not take action, they could face an annual financial risk of about \$100 billion if governments asked them to cover the waste management costs of the packaging they produce, a policy that is increasingly

being adopted around the world. The company must therefore move away from single-use packaging in the long term and turn to reusable containers. We understand the environmental risks associated with plastic pollution are increasing and we believe it is important that companies make an effort to ensure that they mitigate their contribution to this pollution as much as possible. Even though the company has set itself the goal of sourcing 100% of customer packaging from renewable, recycled or certified sources, recycling customer packaging in 100% of its restaurants and significantly reducing plastics in Happy Meal toys worldwide by 2025. It is important that the group continues its efforts and finds new solutions in order to meet this global challenge and thus avoid harm to the company and its shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM `06

BOARD POLICY

Shareholder proposal to publish a report on the link between the public-health costs created by the use of antibiotics in the Company's supply chain and McDonald's prioritization of enterprise risk and the manner in which such costs may affect the market returns available to its diversified shareholders.



Proposer : [The Shareholder Commons / Trinity College, Cambridge](#)

In this proposal, shareholders request the Board of Directors to commission and publish a report on the link between the public health costs created by the use of antibiotics in the company's supply chain and McDonald's prioritization of corporate risks and how these costs may affect the market returns available to its diversified shareholders. Antimicrobial resistance is one of the most serious threats to human health and could be more deadly than COVID-19 in the long run. The World Health Organization (WHO) estimates that it could cause up to 10 million deaths per year by 2050. According to WHO Director-General Tedros Adhanom Ghebreyesus, "antimicrobial resistance is one of the most pressing health risks of our time and threatens to undo a century of medical progress." Mariângela Simão, then WHO Assistant Director General for Access to Medicines, Vaccines and Pharmaceuticals, emphasized that antimicrobial resistance "is an invisible pandemic. We are already starting to see signs of a post-antibiotic era, with the emergence of infections that are untreatable by all classes of antibiotics." In addition to the human toll, antimicrobial resistance has an enormous economic cost. For several years, the WHO has been sounding the alarm and urging various stakeholders, including the agricultural industry, to take action to curb the emergence and spread of antimicrobial resistance. Unfortunately, this threat continues to grow, with insufficient efforts made to date to curb it. In McDonald's case, we find that the company took action in 2017, for responsible antimicrobial stewardship which outlines the Company's approach to responsible antibiotic use and engagement. It remains engaged in the treatment of sick animals in accordance with the veterinary direction of the herd to support the safety of the consumer food supply chain. Starting in 2022, the company will collaborate with industry leaders, academics, suppliers and other expert stakeholders to refine the targets and measurement capabilities that will shape its path to responsible antibiotic use. In addition, the company will report information from its pilot tests on its main beef supply markets later in 2022. These actions certainly deserve to be highlighted and demonstrate the company's sensitivity to this important issue. Although the company appears to be on track to reduce the use of medically important antibiotics as part of its business, we see that there is still room for progress, especially with regard to environmental and social issues such as antimicrobial resistance, insofar as this optimizes its financial returns. By only addressing risks to the business, the Company prioritizes financial returns over threats to public health. A strategy that increases financial returns but threatens global GDP is contrary to the interests of most of the company's shareholders. In this context, we consider that support for the proposal should encourage the company to intensify its efforts to limit the use of antibiotics within its activities and supply chain. The requested report would also allow shareholders to obtain more complete disclosure on this matter, in particular with regard to its supply chain. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM `07

BOARD POLICY

Shareholder proposal requesting McDonald's confirm that the confinement of gestating pigs in individual stalls will be ended in its U.S. pork supply chain by 2022. If McDonald's cannot so confirm, shareholders request disclosure of: 1) the percentage of pork in its U.S. supply produced without locking gestating pigs in solitary confinement stalls, and 2) the risks McDonald's may face over the disparity between its gestation stall pledges/reporting and the reality within its supply chain



Proposer : The Humane Society of the United States

In the proposal, shareholders are asking McDonald's to confirm that confinement of pregnant pigs in individual stalls will end in its U.S. pork supply chain by 2022. If McDonald's cannot confirm this, shareholders are requesting disclosure of the percentage of pork in its U.S. supply produced without locking pregnant pigs in isolation stalls, and the risks McDonald's may face as a result of the disparity between its commitments on gestation stalls and the reality within its supply chain. Gestation crates are enclosures that pork producers commonly use to house breeding females. These crates are usually two feet by seven feet, leaving little room for closed sows to move around. In 2012, a study done by Tim Carman revealed that about 90% of the 6 million sows in the U.S. were kept in gestation crates. This practice has come under scrutiny by legislators and animal advocates because of the health risks and potential abuse faced by these caged sows. According to The Humane Society of the United States, the proponent of this proposal, sows housed in gestation crates face an increased risk of urinary tract infections, weakened bones, overgrown hooves, lameness and behavioral restriction. McDonald's has announced that it wants to see an end to gestation blockades in its U.S. supply chain and has committed in a press release to achieving this goal by 2022. In 2021, the company claimed to be tracking "about 50%" of its target and included this claim in its reports for the Sustainability Accounting Standards Board's 2020 Index. The Company now plans to reduce the length of time it allows suppliers to confine gestating pigs in stalls, which is very different from its stated aim of ending confinement and would make the company's reports misleading. McDonald's has also promised that it will only source pork from producers who share its commitment to phasing out gestation stalls by 2017, but the company's suppliers have no commitment to eliminate or end the confinement of pigs, so the goal is in jeopardy. Through this disclosure, shareholders want to know whether the company is living up to its long-standing ESG promises and whether it has misled the public. Ultimately, we believe that the adoption of this proposal is important for the company's image. We believe that shareholders should support this initiative and that the goal, which was delayed by the health crisis, should be achieved. It is necessary to continue to push and monitor the progress of the company towards its goal. A vote in favour of the proposal was recorded.

Vote recorded

ITEM '08

BOARD

POLICY

Shareholder proposal requesting that the Board of directors oversee an independent audit to analyze the negative impact of the company's policies and practices on the civil rights of its stakeholders and provide recommendations to improve this impact.



Proposer : The SOC Investment Group

Events in recent years, including the assassination of George Floyd and protests in support of the Black Lives Matter movement, as well as the disproportionate impact of the COVID-19 pandemic on ethnic minority communities and the inauguration of a president who has made racial equity one of his priorities, have all contributed to bringing systemic racism, violence, and racial inequality, including in employment, to the attention of the media, the public, and policymakers. In doing so, they have brought diversity, inclusion and equity issues to the forefront in the United States. It is therefore in the best interests of shareholders for companies to identify and diligently address issues of inequality in their communities and workforces, especially since companies that do not comply with employment equity expose themselves to financial, legal, operational, reputational and divestment risks. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of groupthink and reducing risks associated with discrimination. Studies have also shown that

diversity has a positive effect on financial performance. In the case of McDonald's, we note that the company publishes certain diversity information and that it has made commitments and launched initiatives to promote diversity, inclusion and equity among its workforce, suppliers and franchisees. For example, it has set targets to increase the representation of women and members of communities of color in leadership positions, and it takes into account progress made in achieving these goals when setting the amount of executive incentive compensation. These actions and commitments deserve to be highlighted. However, while the company is making efforts to address racial inequities, we believe it is still in the interests of shareholders that it implement the proposal. It should also be noted that it is the subject of a large number of lawsuits for systemic sexual harassment. She has also been the target of several recent racial discrimination lawsuits by Black-owned employees, franchisees and media companies. An independent analysis of its impact on civil rights would allow it to objectively assess whether its policies and practices may have negative effects on its employees and on the communities where it operates. All in all, it is a matter for the company to exercise due diligence in this area, to ensure that it does not unconsciously contribute to systemic racism and, where appropriate, to make the appropriate corrections. As a result, it could proactively identify and mitigate the risk of being associated with a racial equity controversy, which would expose the company to significant legal, financial, reputational, and even consumer boycott risks. The publication of the report would also allow investors to better assess the risks involved. Finally, a growing number of companies have begun or agreed to engage in this type of exercise (including Citigroup, State Street, BlackRock, Airbnb, and Starbucks), recognizing the importance and value of this tool, and shareholder proposals addressing this issue generally receive high approval rates, with the one submitted to Apple in 2022 receiving a majority of votes. A vote in favour of the proposal was recorded.

Vote recorded

ITEM `09

BOARD POLICY

Shareholder proposal asking that the company's political contributions be disclosed.

×

×

Proposer : National Legal and Policy Center

While we are generally supportive of these types of proposals, we are wary of proposals filed by the National Legal and Policy Center because of the very conservative ideas they promote. A vote against the proposal was recorded.

Vote recorded

ITEM `10

BOARD POLICY

Shareholder proposal requesting the Company to annually issue a transparency report on global public policy and political influence, disclosing company expenditures and activities outside of the United States. Such report should disclose company funding and in-kind support directed to candidates or electioneering, lobbying, and charitable donations for the preceding year.

×

✓

Proposer : John Harrington

Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as

investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Amazon.com Inc. (AMZN)	MEETING DATE 2022-05-25 ,
COUNTRY United States	RECORD DATE 2022-03-31
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 23135106

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Jeffrey P. Bezos	✓	✗
01.02	Elect Andrew R. Jassy	✓	✗
01.03	Elect Keith B. Alexander	✓	✓
01.04	Elect Edith W. Cooper	✓	✓
01.05	Elect Jamie S. Gorelick	✓	✗
01.06	Elect Daniel P. Huttenlocher	✓	✓
01.07	Elect Judith A. McGrath	✓	✓
01.08	Elect Indra K. Nooyi	✓	✓
01.09	Elect Jonathan J. Rubinstein	✓	✗
01.10	Elect Patricia Q. Stonesifer	✓	✗
01.11	Elect Wendell P. Weeks	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Amendment to the Certificate of Incorporation to Effect a 20-for-1 Stock Split and a Proportional Increase in Authorized Common Stock	✓	✓
05	Shareholder Proposal Regarding Aligning Climate Goals with Employee Retirement Plan Options	✗	✗
06	Shareholder proposal requesting that the board of directors commission an independent study assessing the company's due diligence process in relation to its customers, in order to determine whether their use of its surveillance and artificial vision products or its Cloud-based services contributes to human rights violations.	✗	✓
07	Shareholder Proposal Regarding Hourly Associate Representation on the Board	✗	✓

08	Shareholder Report on Plastic Packaging	✗	✓
09	Shareholder proposal requesting that the Board of Directors issue a report examining whether the Company's health and safety practices result in racial and gender disparities in workplace injury rates among its warehouse employees. If so, the report should also address the impact of these disparities on the long-term earnings and career advancement of women and minorities in the warehouse.	✗	✓
10	Shareholder proposal requesting that the Board of directors prepare a public report assessing the risks to the company associated with its use of concealment clauses in the context of illegal acts such as harassment and discrimination. These clauses are defined as any employment or post-employment agreement, such as binding arbitration, nondisclosure, or nondenigration agreements, that the company asks its employees or subcontractors to sign that would limit their ability to discuss illegal acts in the workplace.	✗	✓
11	Shareholder Proposal Regarding Charitable Contributions Disclosure	✗	✓
12	Shareholder Proposal Regarding Report on Tax Transparency	✗	✓
13	Shareholder proposal requesting that the Board of Directors produce and publish a report analyzing how Amazon's human rights policies and practices protect the enforcement of the fundamental rights of freedom of association and collective bargaining.	✗	✓
14	Shareholder Proposal Regarding Lobbying Report	✗	✓
15	Shareholder Proposal Regarding Multiple Board Nominees	✗	✓
16	Shareholder proposal asking that the Board of Directors commission an independent audit and report on the working conditions and treatment of the company's warehouse employees, including the impact of its policies, management, performance measures, and objectives.	✗	✓
17	Shareholder proposal that the company prepare a report on median wage gaps on the basis of gender and race, including risks associated with public policies, reputational, competitive and operational risks, as well as risks associated with the recruitment and retention of diverse talent.	✗	✓
18	Shareholder Proposal Regarding Diversity and Equity Audit	✗	⏸
19	Shareholder proposal asking that the board of directors commission an independent study on Rekognition, a facial recognition technology, and report to shareholders on the extent to which such technology can endanger, threaten or harm life privacy, civil rights, and unfairly or disproportionately targeting or monitoring people of color, immigrants, or activists in the United States; the extent to which such technology can be marketed and sold to authoritarian or repressive governments; and the financial risks associated with these human rights issues.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Jeffrey P. Bezos	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. He is the Executive Chair of the Board. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Andrew R. Jassy	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Keith B. Alexander	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Edith W. Cooper	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Jamie S. Gorelick	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Daniel P. Huttenlocher	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Judith A. McGrath	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Indra K. Nooyi	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Jonathan J. Rubinstein	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Patricia Q. Stonesifer	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Wendell P. Weeks	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. There are no performance targets related to either the company's performance or to its performance compared to that of its peers. The global share-dilution rate is over 10%. The CEO is paid more than 3 times the compensation of another named executive and the CEO to median employee pay ratio is higher than 170:1. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Amendment to the Certificate of Incorporation to Effect a 20-for-1 Stock Split and a Proportional Increase in Authorized Common Stock	✓	✓
Proposer : Board		

It is the Board of Directors' responsibility to make recommendations on the share-split based on an analysis of the company's needs and strategic opportunities. The proposal aims to replace all outstanding shares by 20 new shares from the same category, thereby increasing the number of outstanding shares. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder Proposal Regarding Aligning Climate Goals with Employee Retirement Plan Options	✗	✗
Proposer : N/D		

The shareholders request that the board, at a reasonable cost and excluding proprietary information, prepare a report reviewing the company's pension plan options with the board's assessment of how the company's existing investment options align with its climate action goals. The proponent repeatedly states in its exempt solicitations that the company's pension plan options could pose a reputational risk if they contradict its stated climate goals. While the company has made significant efforts to address climate change across its operations, data from SEC filings demonstrate a discrepancy between the company's sustainability goals and the investment options proposed under its plan. Each investment fund offered by the company's pension plan, including the default option (holding 52% of employee investments), contains large oil and gas, fossil fuel utilities, coal, pipelines, oil services, or agribusiness companies with risks related to deforestation. The company's pension plan currently offers no diversified low-carbon equity funds intentionally avoiding investing in fossil fuel companies, deforestation-risk companies, and high-carbon-emitting companies, and offers only one fund selected for its environmental and social impact. The company's investment in high-carbon companies through its pension plan choices directly contradicts the climate reduction actions it has committed to taking in its operations. The company's climate justice employee group organized a walkout to publicly criticize the company's contribution to climate change. The proponent notes that "less than two percent of the assets are invested" in "a sustainable option within the plan". He claims that this clearly proves that employees are insufficiently informed about their existence or that the efforts made to implement this plan are too great. It would therefore be interesting for the group to provide more sustainable solutions so that employees invest in schemes that align with the climate action goals. Now, let's also note that employees have significant discretion as to where their investments go and must retain that discretion. This proposal appears to implicitly ask the company to influence how these employees invest their retirement savings, which could arguably

result in increased risk to the company if it were perceived to be pushing an agenda that is not necessarily shared by all employees. While the proposal is interesting, we do not consider reporting on the company's pension plan options in the way suggested by this proposal to be a prudent use of the company's resources. A vote against the proposal was recorded.

Vote recorded

ITEM 06

Shareholder proposal requesting that the board of directors commission an independent study assessing the company's due diligence process in relation to its customers, in order to determine whether their use of its surveillance and artificial vision products or its Cloud-based services contributes to human rights violations.

BOARD POLICY

✗

✓

Proposer : N/D

Companies directly or indirectly related to human rights violations are exposed to financial, legal, operational, and reputational risks, and even to boycott and disinvestment. Yet Amazon markets and sells surveillance technologies and cloud-based services that could pose significant risks to these rights, including its partnership with Palantir, its Ring smart doorbell and Neighbors app, and its Rekognition facial recognition technology (for more on the latter, see the analysis for Proposal 19). For example, its highly controversial partnership with Palantir, a data analytics company, has allowed the U.S. Immigration and Customs Enforcement (ICE) to identify, detain and deport illegal migrants. This association with a government department that enforced the Trump administration's zero-tolerance immigration policy, which led to the separation of children from their parents, has been strongly denounced by various stakeholders, who believe that Amazon has helped dehumanize the treatment of immigrants. Employees of Amazon and its subsidiary Whole Foods therefore urged it to sever its ties with ICE and Palantir. As for Ring, these smart doorbells have caused controversy in the United States since partnerships with police departments are allowing police officers to ask Ring and Neighbors users to give them access to images captured by these home surveillance devices, without the need for a warrant. We report that as of January 2021, Ring had over 2,000 partnerships with police and fire departments. Radio-Canada reported that more than 10,000 people have signed a petition from the privacy organization Fight for the Future, asking the police to end this collaboration, while around 40 civil rights organizations published an open letter on the same subject. In September 2021, CNET reported that Amazon is now forcing police to make public requests to access information retrieved by Ring, adding transparency to the process, but according to experts from consumer advocacy groups like the Electronic Frontier Foundation and the American Civil Liberties Union, this move does not address the root problem, which is that Ring devices are slowly turning public space into a monitored space and allowing Ring owners to decide on behalf of their entire neighborhood whether to share their recordings of that public space with police. We note that in 2019, the UN Special Rapporteur for Freedom of Opinion and Expression called for an immediate moratorium on the sale, transfer, and use of surveillance technologies until the implementation of regulatory frameworks to prevent companies from selling products allowing States to violate human rights. He states that these technologies can interfere with human rights, such as the right to privacy and freedom of expression. He adds that companies must also fulfill their responsibilities in matters of human rights, including by carrying out rigorous assessments of the impacts on these rights and by avoiding transfers to States unable to guarantee the respect of their obligations relating to these rights. It therefore appears justified and reasonable to call for an independent assessment of Amazon's due diligence process to ensure that the use of its products and services does not contribute to human rights abuses. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

Shareholder Proposal Regarding Hourly Associate Representation on the Board

BOARD POLICY

Proposer : N/D

Like last year, Amazon is being targeted by a shareholder proposal requesting that the company evaluate the possibility of including an employee on the board. The proposal filed in 2021 had received 17.41% of the vote in favor. The proponent states that employee representation on the board of Directors would be particularly useful for more informed decision-making on issues critical to the company's success. We note that forms of employee participation in the management of private enterprises are present in Austria, Denmark, Finland, France, Germany, Hungary, Luxembourg, the Netherlands, Norway, Poland, Slovakia, Slovenia, and Sweden. There is no single model of employee representation; their representatives could be nominated directly by employees, unions or other employee committees (<http://bit.ly/2WywpPo>). Employees and management can engage in win-win relationships, especially in times of economic difficulties. According to a recent study on open non-financial corporations in Denmark, Sweden, and Norway during the 2008 financial crisis, those with salaried directors were able to more easily negotiate ways to reduce their labour costs to avoid layoffs, thanks to the ability of salaried directors to reduce information asymmetry and moral hazard inherent in employer-employee contracts (<http://bit.ly/2WuLW2I>). The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Shareholder Report on Plastic Packaging

Proposer : N/D

In this proposal, the shareholders request that Amazon's board of directors issue a report describing how the company could reduce its use of plastic in line with the one-third reduction findings of the Pew Charitable Trusts report, or other authoritative sources, to reduce most of ocean pollution. According to the study, Breaking the Plastic Wave, which concludes that if all current industry and government commitments were met, plastic deposits in the oceans would be reduced by only 7%, and without immediate and sustained new commitments throughout the plastics value chain. Conversely, if no new commitments are met or made, annual plastic flows into the oceans could almost triple by 2040. This report finds that improving recycling must be combined with reductions in use, the reworking of materials, and substitution, and indicates that the demand for plastic must be reduced by at least a third worldwide. According to the proponents, Amazon does not disclose the amount of plastic packaging it uses. In addition, it is considered one of the largest users of flexible plastic packaging that cannot be efficiently recycled. In December 2020, the non-profit ocean advocacy organization Oceana, which also produced a note urging support for this proposal, published a report on the company's plastic packaging. The report estimates that the company was responsible for 465 million pounds of plastic packaging waste in 2019. The company says that this figure is exaggerated by more than 350%, which means that it used more than 116 million pounds of plastic packaging in 2019. As people increasingly shop online, the report worries that more of the leftover packaging will end up in the ocean (Justine Calma. "Amazon generates millions of pounds of plastic waste." The Verge. December 15, 2020). Companies such as Amazon could face an annual financial risk of about \$100 billion if governments asked them to cover the waste management costs of the packaging they produce, a policy that is increasingly being adopted around the world. The company is committed to reducing its use of plastic, especially from sellers who sell on its platform. It encourages them to ship their products in 100% recyclable packaging and to dispose of excess boxes. It has also developed a number of partnerships to reduce its waste and has set a goal of making the packaging of its devices 100% recyclable at the curbside over the next year. It is important that the group continues its efforts and finds new solutions in order to meet this global challenge and thus avoid harm to the company and its shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09

BOARD

POLICY

Shareholder proposal requesting that the Board of Directors issue a report examining whether the Company's health and safety practices result in racial and gender disparities in workplace injury rates among its warehouse employees. If so, the report should also address the impact of these disparities on the long-term earnings and career advancement of women and minorities in the warehouse.

✗

✓

Proposer : N/D

As discussed in the analysis of Proposal 16, Amazon has been the subject of much criticism with respect to health and safety in its warehouses. The company's high injury rates are concerning. In addition, we note that Amazon faces fines, investigations and lawsuits regarding health and safety in its warehouses, and that the COVID-19 pandemic has only exacerbated these issues. In this proposal, this issue is addressed from the perspective of racial and sexual equity. While the serious health and safety issues raised by the company in reports and lawsuits deserve to be addressed in a comprehensive and holistic manner, we believe it is appropriate to examine whether the company's health and safety practices have a disproportionately negative impact on women and minorities. In fact, in 2021, shareholders asked Amazon to conduct a racial equity audit to assess whether its policies, practices, products, or services disproportionately negatively impact non-white stakeholders and communities of color. A vote for the proposal was then recommended (for more details, see the analysis of the proposal submitted in 2021). Amazon has since committed to conducting and publishing the results of a racial equity audit. In this context, it seems consistent, reasonable and in the interests of shareholders to support the proposal. This would allow them to express to management their concerns about not only health and safety in the company's warehouses, but also about equity issues. High support for the proposal should encourage the company to ensure that its health and safety practices will be thoroughly evaluated as part of the racial equity audit, as well as encourage it to verify that these practices do not have unforeseen and negative effects on women, which would allow it to proactively identify and mitigate the risk of being associated with a racial and sexual equity controversy that would expose it to significant legal, financial, operational and reputational risks, and even to consumer boycotts. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD

POLICY

Shareholder proposal requesting that the Board of directors prepare a public report assessing the risks to the company associated with its use of concealment clauses in the context of illegal acts such as harassment and discrimination. These clauses are defined as any employment or post-employment agreement, such as binding arbitration, nondisclosure, or nondenigration agreements, that the company asks its employees or subcontractors to sign that would limit their ability to discuss illegal acts in the workplace.

✗

✓

Proposer : N/D

The use of concealment clauses in the context of harassment, discrimination, or other illegal acts is widely criticized in the United States, the main ones being that they are generally unfavorable to employees, that they can infringe on their rights and help to keep serious violations of workers' rights in the shadows. For example, confidentiality clauses attached to arbitration or included in settlement agreements have become highly contested in the wake of online campaigns to expose sexual violence such as #MeToo. Several argue that they have helped silence alleged victims of workers' rights abuses and settle disputes behind closed doors. In the case of the Weinstein affair, they may have allowed the Hollywood producer, accused by some fifty women of sexual harassment or assault, to perpetuate the alleged acts

for years. According to Ariela Gross, a law professor at USC University, who is quoted by AFP, these involuntary non-disclosure clauses have "played a very large role as it turns out that there have been dozens of settlements in which women who might have brought sexual harassment lawsuits or might have spoken out publicly have signed these agreements." Thus, it is generally accepted that these clauses favour the stronger over the weaker, and that in cases of sexual harassment or assault, they have silenced victims and allowed the perpetrator to preserve his reputation. The same applies to mandatory arbitration clauses for employment-related claims. They prevent employees from going to court for complaints of sexual harassment, discrimination, wage theft, non-compliance with overtime laws, etc. Buried in employment contracts, sometimes without the knowledge of employees, these provisions require them to go before a private arbitrator, who is often more favorable to the employer than to the employee. These practices are also in the sights of federal and State lawmakers. For example, in March 2022, a federal law ending forced arbitration for sexual assault and harassment went into effect in the United States. For its part, California passed a law in 2021 that extends the limitations of confidentiality provisions in settlement agreements. These are now prohibited in cases related to any form of discrimination and harassment at work. The Act also prohibits the use of non-disparagement clauses in severance agreements and provides that any agreement relating to the termination of an employee's employment cannot include language that denies an employee's right to disclose information about illegal acts in the workplace. Other U.S. States also restrict the use of forced arbitration clauses and involuntary non-disclosure agreements. Le recours à ces pratiques expose donc les sociétés à des risques financiers, juridiques, réglementaires et d'atteinte à la réputation, sans compter les risques relatifs au capital humain et à leur capacité à attirer et retenir les talents. Amazon assures that it only uses concealment clauses in limited circumstances and that it offers a safe working environment. However, we note that it has been the subject of complaints and lawsuits for racial and sexual discrimination and retaliation and has been affected by controversies related to sexual harassment. In this context, we believe it is in the best interests of shareholders that Amazon assesses thoroughly and reports to shareholders on the impacts and risks associated with the use of concealment clauses in connection with illegal acts such as harassment and discrimination. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 11

Shareholder Proposal Regarding Charitable Contributions Disclosure

BOARD POLICY

✗

✓

Proposer : N/D

Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. It is in the shareholders' interest that the company disclose all information on its lobbying efforts, because there are risks to the company's reputation. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 12

Shareholder Proposal Regarding Report on Tax Transparency

BOARD POLICY

✗

✓

Proposer : N/D

Currently, the company does not disclose its revenues, earnings or tax payments in non-U.S. markets, which challenges shareholders' ability to assess the risks related to tax reforms, or whether it is engaged in responsible tax practices that ensure long-term value creation. The company's approach to taxation has been repeatedly challenged by tax authorities around the world. In 2020, the company was singled out by President Biden for not paying any federal corporate taxes in the United States. The GRI Tax Standard was developed in response to investor concerns about the lack of corporate tax transparency and the impact of tax evasion on governments' ability to finance services and support sustainable development, and it requires public disclosure of a company's business activities, including revenues, profits and losses, and tax payments within each jurisdiction. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 13

BOARD POLICY

Shareholder proposal requesting that the Board of Directors produce and publish a report analyzing how Amazon's human rights policies and practices protect the enforcement of the fundamental rights of freedom of association and collective bargaining.



Proposer : N/D



Conflict of interest statement: GIR wishes to inform you that it has a business relationship with the proponent of this proposal. In any case, we believe that this relationship affects our judgment and our ability to apply the criteria of your policy. We remain at your disposal for any questions about this statement. The discovery of serious violations to human rights and worker rights within the supply chain's activities of a company can expose it to significant legal, operational, and reputational risks, or even to boycott and disinvestment. The adoption of a policy on human rights and a code of conduct for its suppliers that is credible, complete, and consistent with internationally recognized standards, allows mitigating these risks, insofar as the company ensures compliance with its policies through recognized independent auditors. It must also take measures to efficiently identify, assess and mitigate the risk related to violation of these human rights in its activities and its supply chain. In fact, as required by the United Nations Guiding Principles on Business and Human Rights, companies should implement a procedure of due diligence, as well as procedures to deal with all the negative impacts on human rights they may have or to which they contribute. In its human rights policy statement, Amazon states that it respects and supports the International Labour Organization (ILO) International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work, the ILO Fundamental Conventions and the Universal Declaration of Human Rights, internationally recognized normative standards that protect, among other things, freedom of association and the right to collective bargaining. Amazon also addresses freedom of association in its Human Rights Policy Statement, its Supplier Code of Conduct, its Sustainability Report, and its Website. Nevertheless, while the company calls for respect of such right in its policies, we note that it has been the subject of controversy over this matter and has been accused of violating this right through anti-union tactics, resulting in negative media coverage of the company both in the United States and abroad. For example, in 2021, Amazon reportedly ran an aggressive public relations campaign to discourage employees at a warehouse in Alabama from voting for unionization. Following complaints that it had illegally interfered with the vote, the U.S. National Labor Relations Board (NLRB) authorized a re-vote, which again resulted in the union's defeat. Other complaints of anti-union practices have since been filed with the NLRB in this case. In addition, in December 2021, Amazon reached an agreement with the NLRB and agreed to facilitate the unionization of employees in its warehouses. In addition, it reportedly spent US\$4.3 million on anti-union consultants in 2021 and, according to an April 2022 Guardian article, was considering blocking the word "union" and other associated keywords from an internal messaging app it is developing for workers. Given these many controversies, we believe it is reasonable, justified, and in the best interests of shareholders for Amazon to disclose more information about how it protects freedom of association so that investors can better understand how it addresses this important issue and what steps it is taking to ensure that the rights it claims to grant workers in its policies are respected. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 14			BOARD	POLICY
Shareholder Proposal Regarding Lobbying Report				
Proposer : N/D				

It is in the shareholders' interest that the company disclose all information on its lobbying efforts, because there are risks to the company's reputation. The financial resources involved in the company's lobbying activities translate into less money to develop the company's various projects. The proposal is deemed reasonable. It is in shareholders' interest and could be produce at a low cost since the report would only be published on the company's website. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 15			BOARD	POLICY
Shareholder Proposal Regarding Multiple Board Nominees				
Proposer : N/D				

Adopting this proposal would allow the renewal of the board and would increase the board's independence, which could improve its performance. What's more, the elections would be truly democratic because they grant shareholders more power regarding the make-up of the board. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 16			BOARD	POLICY
Shareholder proposal asking that the Board of Directors commission an independent audit and report on the working conditions and treatment of the company's warehouse employees, including the impact of its policies, management, performance measures, and objectives.				
Proposer : N/D				

The risks and opportunities associated with human capital management are significant. Companies that do not offer appropriate working conditions to their employees are exposed to regulatory, legal and reputational risks. Poor treatment of the workforce can also negatively affect employee morale and productivity, and lead to problems with staff recruitment and retention. It is also important to remember that the discovery of serious human and labour rights abuses in a company's operations can expose the company to significant legal, operational and reputational risks, including boycotts and divestment. As discussed in the analysis of

Proposal 13, Amazon has been involved in several controversies related to freedom of association in the United States. The company is also widely criticized for the working conditions in its warehouses, particularly with regard to occupational health and safety. For example, according to a Washington Post analysis of data from the U.S. Occupational Safety and Health Administration (OSHA), jobs in its warehouses may be more dangerous than jobs in other comparable warehouses. Since 2017, Amazon has actually reported a higher rate of serious injuries that caused employees to miss work or be transferred to lighter duties than other warehouse operators. For example, in 2020, for every 200,000 hours worked in an Amazon warehouse in the United States, there were 5.9 serious incidents, compared to 2.5 for Walmart. To explain this higher rate, many point to the company's pressure to increase employee productivity. In addition, Amazon faces fines, investigations and lawsuits regarding health and safety in its warehouses, and the COVID-19 pandemic has only exacerbated these issues. As an example, in February 2021, the New York Attorney General launched a lawsuit against Amazon, alleging that its "blatant disregard for health and safety requirements" during the health crisis put the lives of workers and the public at risk. As another example, in November 2021, Amazon agreed to pay US\$500,000 to settle charges by the California Attorney General stipulating that the company concealed COVID-19 cases from its warehouse employees. In light of the data, reports and accusations regarding Amazon's warehouse working conditions, as well as the serious controversies regarding its labor practices, including with respect to freedom of association, we believe it is reasonable justified and in the best interests of shareholders that the working conditions and treatment of Amazon's warehouse employees be subject to a thorough independent review, especially since the employees interviewed would be able to speak out to third parties without fear of retaliation, thereby providing a more accurate and complete picture of the situation. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD POLICY

Shareholder proposal that the company prepare a report on median wage gaps on the basis of gender and race, including risks associated with public policies, reputational, competitive and operational risks, as well as risks associated with the recruitment and retention of diverse talent.



Proposer : N/D

Large wage disparities based on gender, race, and ethnicity persist in the United States, whether or not factors such as experience, training, sector, or hours of work are taken into account. For example, the median salary of black people was 75.6% of that of their white peers in 2019, according to the Economic Policy Institute. Far from closing, this gap has widened since 2000. Moreover, according to a Glassdoor study released in 2019, the gender-adjusted pay gap is 4.9%, while the gross gap reaches 21.4%. Several researchers and economists believe that this inexplicable gap could be attributable to gender-based discrimination, Which can lead to expensive lawsuits and harm the image of companies and their ability to recruit and retain talented employees. Legal risks are increasing. In 2019, the U.S. House of Representatives passed a bill to amend the 1963 Equal Pay Act, which require employers to prove that pay gap are related to employee's performance and not to their gender; the bill has been in the hands of the Senate since then. On their side, California, Massachusetts, New York, and Maryland have already tightened their legislation on that matter. In Iceland, companies with at least 25 full-time employees must prove that they pay equal pay for equal work, regardless of the sex of the employee, or financial penalties may ensue, while in the United Kingdom companies with more than 250 employees must disclose the gender pay gap every year and may soon also have to publish their race-based pay gaps. On the other hand, studies show that companies that demonstrate transparency, who track down and do their utmost to eliminate wage gaps are promoting a better representation of women at all levels of the organization, which allows them to profit from the many benefits of diversifying the workforce, including within the senior management. In accordance with British law, Amazon has revealed its gender-based median pay gap for its UK employees (1.4%), but it has not published this data for its US and global workforce. Furthermore, it states that women globally and in the U.S. earn 99.8% and 99.9% of what men are paid, respectively, and that ethnic minorities earn 99.2% of what white employees are paid on an adjusted basis. However, while the existence of adjusted gaps may reveal the presence of wage discrimination, whether conscious or not, the gross gaps may indicate an underrepresentation of women or members of minorities in high-paying jobs, or even a problem of systemic discrimination in promotion. Note that unlike Amazon, Adobe, Bank of New York Mellon, Best Buy, Chipotle, Citigroup, Home Depot, Mastercard, Microsoft, Pfizer, Starbucks, Target, and Wyndham Hotels and Resorts have adopted the best

practice for pay equity reporting, which is to report both gross and adjusted gaps. As a result, we believe that it is in the interest of the shareholders that the company is more transparent and publish the requested information. By fighting these gaps and disclosing more information on this question, it will mitigate the legal, financial and reputational risk associated with discriminatory practices, While increasing their ability to attract and retain a skilled workforce in order to build diverse and innovative teams by demonstrating that their employees are paid fairly and equitably, regardless of their gender or their ethnic or racial origin. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 18	BOARD	POLICY
Shareholder Proposal Regarding Diversity and Equity Audit	✗	
Proposer : N/D		

The company indicates that the proposal has been withdrawn by the proponent. Therefore, it will not be presented or voted on at the meeting. An abstention was therefore recorded.

Vote recorded		
ITEM 19	BOARD	POLICY
Shareholder proposal asking that the board of directors commission an independent study on Rekognition, a facial recognition technology, and report to shareholders on the extent to which such technology can endanger, threaten or harm life privacy, civil rights, and unfairly or disproportionately targeting or monitoring people of color, immigrants, or activists in the United States; the extent to which such technology can be marketed and sold to authoritarian or repressive governments; and the financial risks associated with these human rights issues.	✗	✓
Proposer : N/D		

The proponent is concerned that Amazon is marketing and selling to government facial recognition technology which can facilitate immigrant surveillance and racial profiling, and pose a risk to civil rights, human rights and shareholder value. He noted that several stakeholders have called for a halt to the sale of Rekognition, fearing that it would allow to put in place a governmental monitoring system. It adds that it has little evidence that the Commission has rigorously assessed the financial risks of privacy and human rights breaches to stakeholders. Like any technology, facial recognition is neither good nor bad in itself, it all depends on its user. For example, the Indian government developed an application that helped find 3,000 missing children in 4 days, while China uses the technology to constantly monitor and score its residents as part of its social credit system, which rewards or penalizes citizens based on their degree of virtue. In the context of the Trump administration's zero-tolerance immigration policy, many have feared that Rekognition is helping to flout civil and human rights. Google, by the way, refused to participate in a Pentagon tender, unlike Amazon, because it wants to ensure that the use of facial recognition services is consistent with its principles and values, and that it avoids abuse and harmful consequences. Microsoft has also refused to install the technology in the cars and body cameras of California police officers, citing human rights issues, and has called for better regulation of the technology, a request echoed by Amazon. These positions did not, however, reassure a collective of 85 non-governmental organizations, which urges these companies to stop selling biometric identification tools to U.S. government agencies. He claims that by continuing to sell Rekognition to governments, "Amazon seriously threatens the safety of citizens, ignores the protests of its own employees and loses the trust that

the public has in it." Rekognition also worries lawmakers. In November 2018, 8 members of Congress asked Amazon for clarification on how it works and how to use it, after an ACLU test revealed significant flaws and biases in the program. Cities and States have also banned the use of facial recognition software by police or other services, which San Francisco did in 2019. Note that Amazon declared a one-year moratorium on police employment in Rekognition in June 2020 and extended it "until further notice" in May 2021. For its part, Microsoft has banned the sale of these software to the police until the adoption of a federal regulation, while IBM said it no longer offers this type of product. It therefore appears justified and reasonable to call for an independent assessment of the risks of human and civil rights violations arising from the use of Rekognition by government bodies, in order to prevent Amazon from causing or contributing to negative impacts on these rights. We recall that companies directly or indirectly related violations of these rights are exposed to financial, legal, operational, and reputational risks, and even to boycott and disinvestment, which can adversely affect shareholder value. It is their responsibility to take measures to effectively identify, assess and mitigate the risks of human rights violations in their activities, as required by the Guiding Principles on Business and Human Rights. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Chevron Corporation (CVX)	MEETING DATE 2022-05-25 ,
COUNTRY United States	RECORD DATE 2022-03-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 166764100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Wanda M. Austin	✓	✗
01.02	Elect John B. Frank	✓	✓
01.03	Elect Alice P. Gast	✓	✗
01.04	Elect Enrique Hernandez, Jr.	✓	✗
01.05	Elect Marillyn A. Hewson	✓	✓
01.06	Elect Jon M. Huntsman, Jr.	✓	✓
01.07	Elect Charles W. Moorman IV	✓	✗
01.08	Elect Dambisa F. Moyo	✓	✓
01.09	Elect Debra L. Reed-Klages	✓	✓
01.10	Elect Ronald D. Sugar	✓	✗
01.11	Elect D. James Umpleby III	✓	✗
01.12	Elect Michael K. Wirth	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Approval of the 2022 Long-Term Incentive Plan	✓	✗
05	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	✗	✓
06	Shareholder Proposal Regarding Audited Report on Net Zero Emissions by 2050 Scenario Analysis	✗	✓

07	Shareholder Proposal Regarding Methane Emission Disclosures	✓	✓
08	Shareholder Proposal Regarding Report on Policy with Conflict-Complicit Governments	✗	✓
09	Shareholder proposal requesting that the Board of Directors commission an independent racial equity audit to analyze whether the company's policies and practices are discriminatory or have a disparate impact on communities of color. A report on the findings from the audit should be made public and provide recommendations for eliminating business activities that promote systemic racism and environmental injustice, threaten civil rights or create barriers to diversity, equity and inclusion.	✗	✓
10	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Wanda M. Austin	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect John B. Frank	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Alice P. Gast	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Enrique Hernandez, Jr.	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Marillyn A. Hewson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Jon M. Huntsman, Jr.	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Charles W. Moorman IV	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Dambisa F. Moyo	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Debra L. Reed-Klages	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Ronald D. Sugar	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is the Chairman of Uber Technologies and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect D. James Umpleby III	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY
Elect Michael K. Wirth	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman. A lead director was appointed, however he is either not deemed independent or has been in place for a period longer than one year, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Approval of the 2022 Long-Term Incentive Plan	✓	✗
Proposer : Board		

The proposed share-based compensation plan does not meet all of the policy criteria. This plan's share-dilution rate is over 5%. A vote against the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	✗	✓
Proposer : Board		

In this proposal, shareholders ask the company to set and publish medium- and long-term goals for reducing greenhouse gas (GHG) emissions from Chevron's operations and energy products (Scope 1, Scope 2 and Scope 3) in line with the goals of the Paris Agreement to limit global warming to well below 2°C above pre-industrial levels and to continue efforts to limit temperature increase to 1.5°C. The world's leading international scientific bodies have recently issued reports that clearly state the need for deep emission cuts to limit global warming to safe levels. A growing international consensus has emerged among financial institutions that climate-related risks are a source of financial risk and, therefore, mitigating global warming is critical to risk management and responsible economic management. Last year, climate resolutions saw unprecedented shareholder support, with three climate resolutions being adopted with historic majorities in the United States, and support for climate resolutions continuing to strengthen in Europe. The company demonstrates its interest in addressing climate change and is committed to transparency through annual reporting of performance metrics and data. In determining which metrics to include, we consider the reporting guidelines, indicators and terminology of SASB, the Task Force on Climate Change Financial Reporting (TCFD), Sustainability Reporting Guidance for the Oil and Gas Industry (2020) by Ipieca, the International Association for Oil and Gas Producers and the American Petroleum Institute, as well as other leading reporting frameworks. In its report, the company discloses its GHG emissions data in IHS Markit's ESG reporting repository to allow investors and other stakeholders to effectively compare ESG data across sectors and disclosure frameworks in the absence of consistent mandatory reporting requirements. To achieve this, the company presents emission reduction targets, which include Scope 1, Scope 2 and Scope 3 emissions, and represent the carbon intensity of the entire value chain associated with bringing products to market. Chevron's goals are not certified by the Science Based Targets (SBTi) initiative, which has established specific targets to ensure that companies'

goals align with climate science. In 2021, the company responded to the CDP's request for information for its climate change program, an initiative supported by many investors. As a result, the company received a rating of F for failing to provide the information necessary to study the program, a rating that reflects the company's lack of environmental transparency. Ultimately, we believe that setting these targets for its Scope 1 and Scope 2 operations could benefit shareholders, as it would identify the company's longer-term priorities and ambitions, allowing shareholders to more accurately assess how it was responding to climate change and related risks. Therefore, in order to try to curb the most negative impacts of climate change, the company's plan, as well as the disclosure of its targets and certification, are essential. The proposal is therefore encouraging. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding Audited Report on Net Zero Emissions by 2050 Scenario Analysis	✗	✓

Proposer : Board

In this proposal, shareholders request Chevron's Board of Directors to provide an audited report explaining how the application of the hypothesis from the IEA's Net Zero by 2050 would affect the company's estimates underlying its financial statements, including its long-term commodity and carbon prices. In recent years, significant climate-related risks have become more pronounced. In response to this awareness, leading shareholder groups have called on companies and auditors to fully reflect climate risks on corporate financial results and the company's situation. The International Energy Agency's ("IEA") Net Zero Scenario describes a pathway for the energy sector to achieve net zero emissions, finding that no new investment in fossil fuel supply projects is needed and anticipating oil prices falling as low as \$36 per barrel in 2030 and \$24 per barrel in 2050. Despite these forecasts, the Company continues to develop new fossil fuel resources while recognizing the climate-related risks that could lead to an increase in future impairments. More than 70% of listed companies do not fully consider climate-related risks in their financial statements, and despite the importance of this issue, the information provided in Chevron's audited annual reports currently does not provide shareholders with sufficient insight into the assumptions used to assess productive assets in terms of impairment and stranded asset risk. In addition, a 2021 independent analysis concluded that the company's financial statements lack transparency on climate-related assumptions and estimates, and the company does not appear to use assumptions and estimates aligned with the Paris Agreement. This proposal is also supported by As You Sow, a non-profit foundation responsible for promoting corporate social responsibility through shareholder advocacy, coalition building and legal strategies, which has filed an exemption application urging support for this proposal. The production of verified information regarding the impact of the scenario envisaged in NZ2050 on the company's financial position would provide shareholders with meaningful and actionable information, which is increasingly crucial given the need for investors to take climate-related information into account in their overall investment decision-making processes. We also believe that the production of such information would provide shareholders with some assurance that the company is considering various scenarios and would provide shareholders with meaningful information regarding these considerations. While auditing of this information is a relatively emerging practice, we believe it is an important step in the ultimate integration of this information into companies' financial statements and assumptions. As we have seen with several large European oil companies, including several of Chevron's peers, incorporating this information can have significant impacts on companies' overall projections and their ability to provide the market with accurate, decision-useful information. Given the circumstances, we believe that the adoption of this proposal would benefit shareholders and the company. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY

Shareholder Proposal Regarding Methane Emission Disclosures



Proposer : Board

In the proposal, shareholders request that the Board of directors oversees the preparation of a report analyzing a critical climate change concern, the reliability of Chevron's methane emissions disclosures. Today, at least a quarter of the current global warming is caused by man-made methane emissions, because methane is 86 times more powerful than carbon dioxide over a 20-year period, which means that reducing emissions can now save valuable time to deal with the climate crisis. In 2019, 30% of methane emissions in the United States from human activities came from natural gas and oil systems, ventilation, flaring and leaks. Companies that fail to manage methane emissions jeopardize the industry's other decarbonization efforts and risk their reputation and operating license, as investors, regulators, and civil society set expectations to solve this problem. The United States recently joined the Global Methane Pledge, committing to use the best available inventory methodologies to quantify methane emissions, as did the EQT companies. According to data from the EPA, the company ranks 73rd among the top 100 oil and gas producers in the U.S., with a methane intensity of 0.08%, but given the limitations of the EPA's methodology, this ranking lacks credibility. With respect to this issue, the Company states in response to this proposal that the request for this resolution is largely consistent with its current and ongoing efforts to address Scope 1 emissions. It also says it plans to release an update to its methane strategy later this year, which, according to them, will address methane detection, direct measurement quantification and disclosure. Accordingly, it intends to disclose this information, including how detection technologies have advanced, how they can inform emission reduction strategies, and the challenges and uncertainties of current direct measurement technology. Accordingly, the Board recommended that shareholders vote in favour of this resolution. In particular, given this support, we see no reason to oppose this resolution and believe that shareholders should follow the boards' recommendation on this proposal. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD

POLICY

Shareholder Proposal Regarding Report on Policy with Conflict-Complicit Governments



Proposer : Board

Companies that operate in regions where there is a high risk of serious human rights violations are exposed to the risk of being associated with these violations, tarnishing their image and reputation, as well as being subject to lawsuits, consumer boycotts and divestments, not to mention operational risks. These risks are even higher when dealing with governments accused of genocide or crimes against humanity. Myanmar (Burma) is one of these very high-risk countries. About a year after the military coup in February 2021, the United States recognized that the Rohingya Muslim minority was the victim of a genocide, crimes against humanity and ethnic cleansing perpetrated by the Burmese military. US, Canadian, British and European sanctions have also been imposed on Myanmar. In addition, proceedings are underway before the International Court of Justice, the highest court of the United Nations, to determine whether the Burmese state is guilty of genocide. However, Chevron is one of the companies whose activities in this country may have helped to finance the Burmese army. For several years, investors have been worried about its participation in one of the country's major investment projects, the Yadana gas field and the pipeline that brings gas to Thailand. This highly controversial project, which would have generated billions of dollars for the Burmese regime, has been repeatedly denounced by non-governmental organizations (NGOs) who say that it has been marred by several human rights violations committed by Burmese troops employed to secure the area near the pipeline, including the forced displacement of villagers and the use of forced labour for infrastructure related to the project. Its contract with state-owned Myanma Oil and Gas

Enterprise (MOGE) to conduct oil and gas exploration in Rakhine State has also raised a lot of concern, as the State is home to the Rohingya people, who are considered by the United Nations to be the most persecuted minority in the world. After the coup, pressure from NGOs increased further for Chevron to sever its ties with Burmese governmental entities. The Financial Times reported in March 2021 that a broad coalition of human rights groups urged Chevron to freeze its payments to MOGE and prevent funds from reaching the military junta, warning that money paid to MOGE is "high risk of being misappropriated and used to fund the operations of the Myanmar military as well as the illegitimate military regime". There have also been media reports that Chevron has been lobbying to avoid new U.S. sanctions and protect its interests in Myanmar. Chevron countered that it had no contact with the military or discussions with MOGE about possible sanctions. Finally, in January 2022, Chevron announced its intention to leave the country. Investors and NGOs are now urging the company to live up to its human rights responsibilities under the UN Guiding Principles on Business and Human Rights by divesting quickly and responsibly from Myanmar. In light of the serious controversies surrounding Chevron's presence in Myanmar and the human rights risks to which it has been exposed, we believe that the proposal is in the best interests of shareholders. It seems relevant and justified to assess the feasibility of Chevron adopting a policy to avoid dealing with a regime complicit in genocide or crimes against humanity and thus exposing itself to the risk that its activities contribute to these atrocities, which is contrary to its corporate responsibility for human rights. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 09	BOARD	POLICY
Shareholder proposal requesting that the Board of Directors commission an independent racial equity audit to analyze whether the company's policies and practices are discriminatory or have a disparate impact on communities of color. A report on the findings from the audit should be made public and provide recommendations for eliminating business activities that promote systemic racism and environmental injustice, threaten civil rights or create barriers to diversity, equity and inclusion.	✗	✓
Proposer : Board		

Events in recent years, including the assassination of George Floyd and protests in support of the Black Lives Matter movement, as well as the disproportionate impact of the COVID-19 pandemic on ethnic minority communities and the inauguration of a president who has made racial equity one of his priorities, have all contributed to bringing systemic racism, violence, and racial inequality and environmental racism to the attention of the media, the public, and policymakers. (The David Suzuki Foundation defines environmental racism as a "facet of environmental injustice, and happens when development, policies or practices intentionally or unintentionally result in more pollution or health risks in Indigenous and racialized communities.") In doing so, they have brought diversity, inclusion and equity issues to the forefront in the United States. It is therefore in the best interests of shareholders for companies to identify and diligently address issues of inequality in their communities and workforces, especially since companies that do not comply with employment equity expose themselves to financial, legal, operational, reputational and divestment risks. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of groupthink and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. In the case of Chevron, we note that the company discloses diversity data and information and claims to strive to promote diversity, inclusion and equity. In its 2021 Sustainability Report, it discusses racial equity, stating that in 2020, it has committed US\$15 million to help break down racial barriers that hurt the Black community in the United States. These actions and commitments deserve to be highlighted. However, while Chevron is making efforts to address racial inequities, we believe it is still in the interests of shareholders that it implements the proposal. Chevron has been involved in several environmental controversies and it is in the interest of shareholders that the impact of its operations on communities of color be further evaluated. An independent racial impact analysis would allow the company to objectively assess whether its policies, practices, and activities may negatively impact not only its employees but also communities of color. All in all, it is a matter for the company to exercise due diligence in this area, to ensure that it does not unconsciously contribute to systemic or environmental racism and, where

appropriate, to make the appropriate corrections. As a result, it could proactively identify and mitigate the risk of being associated with a racial equity controversy, which would expose the company to significant legal, financial, reputational, and even consumer boycott risks. The publication of the report would also allow investors to better assess the risks involved. Finally, a growing number of companies have begun or agreed to engage in this type of exercise (including Citigroup, State Street, BlackRock, Airbnb, and Starbucks), recognizing the importance and value of this tool, and shareholder proposals addressing this issue generally receive high approval rates, with the one submitted to Apple in 2022 receiving a majority of votes. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD POLICY

Shareholder Proposal Regarding Right to Call Special Meetings



Proposer : Board

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Extra Space Storage Inc (NYSE:EXR)	MEETING DATE 2022-05-25 ,
COUNTRY United States	RECORD DATE 2022-03-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 30225T102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	6300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Kenneth M. Woolley	✓	✗
01.02	Elect Joseph D. Margolis	✓	✗
01.03	Elect Roger B. Porter	✓	✗
01.04	Elect Joseph J. Bonner	✓	✗
01.05	Elect Gary L. Crittenden	✓	✗
01.06	Elect Spencer F. Kirk	✓	✗
01.07	Elect Dennis J. Letham	✓	✗
01.08	Elect Diane Olmstead	✓	✗
01.09	Elect Julia Vander Ploeg	✓	✗
02	Ratification of Auditor	✓	✗
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Kenneth M. Woolley	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed

independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Joseph D. Margolis			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Roger B. Porter			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Joseph J. Bonner			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Gary L. Crittenden			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Spencer F. Kirk			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Dennis J. Letham			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

		Vote recorded	
ITEM 01.08		BOARD	POLICY
Elect Diane Olmstead		<div>✓</div>	<div>✗</div>
Proposer : Board			

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

		Vote recorded	
ITEM 01.09		BOARD	POLICY
Elect Julia Vander Ploeg		<div>✓</div>	<div>✗</div>
Proposer : Board			

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

		Vote recorded	
ITEM 02		BOARD	POLICY

Ratification of Auditor



Proposer : Board

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific targets of the criteria that underpin its performance-based compensation programs. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Publicis Groupe SA (PUB)	MEETING DATE 2022-05-25 ,
COUNTRY France	RECORD DATE 2022-05-20
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES F7607Z165

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442029	Genus Fossil Free CanGlobe Equity fund	18300

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✓
02	Consolidated Accounts and Reports	✓	✓
03	Allocation of Profits/Dividends	✓	✓
04	Special Auditors Report on Regulated Agreements	✓	✓
05	Elect Elisabeth Badinter	✓	✗
06	Elect Tidjane Thiam	✓	✓
07	2022 Remuneration Policy (Supervisory Board Chair)	✓	✓
08	2022 Remuneration Policy (Supervisory Board Members)	✓	✓
09	2022 Remuneration Policy (Management Board Chair)	✓	✓
10	2022 Remuneration Policy (Management Board Members)	✓	✓
11	2021 Remuneration Report	✓	✓
12	2021 Remuneration of Maurice Lévy, Supervisory Board Chair	✓	✓
13	2021 Remuneration of Arthur Sadoun, Management Board Chair	✓	✓
14	2021 Remuneration of Anne-Gabrielle Heilbronner, Management Board Member	✓	✓
15	2021 Remuneration of Steve King, Management Board Member	✓	✓
16	2021 Remuneration of Michel-Alain Proch, Management Board Member	✓	✓
17	Authority to Repurchase and Reissue Shares	✓	✗

18	Authority to Issue Shares and Convertible Debt w/ Preemptive Rights	✓	✓
19	Authority to Issue Shares and Convertible Debt w/o Preemptive Rights	✓	✓
20	Authority to Issue Shares and Convertible Debt Through Private Placement	✓	✓
21	Greenshoe	✓	✓
22	Authority to Set Offering Price of Shares	✓	✗
23	Authority to Increase Capital Through Capitalisations	✓	✓
24	Authority to Increase Capital in Case of Exchange Offers	✓	✓
25	Authority to Increase Capital in Consideration for Contributions In Kind	✓	✓
26	Authority to Grant Stock Options	✓	✓
27	Employee Stock Purchase Plan (Domestic and Overseas)	✓	✗
28	Employee Stock Purchase Plan (Specific Categories)	✓	✗
29	Amendments to Articles Regarding Alternate Auditors	✓	✓
30	Amendments to Articles Regarding Repurchase of Shares	✓	✓
31	Authorisation of Legal Formalities	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Accounts and Reports	✓	✓
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Consolidated Accounts and Reports			✓	✓
Proposer : Board				

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Allocation of Profits/Dividends			✓	✓
Proposer : Board				

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Special Auditors Report on Regulated Agreements			✓	✓
Proposer : Board				

This special report verifies the relationships between related parties and any possible resulting conflicts of interest. This is advisable in order to better manage the company's reputation-related risk and any possible loss of reputation. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Elect Elisabeth Badinter	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Nomination Committee. A vote against the candidate was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Elect Tadjane Thiam	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
2022 Remuneration Policy (Supervisory Board Chair)	✓	✓
Proposer : Board		

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
2022 Remuneration Policy (Supervisory Board Members)			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY
2022 Remuneration Policy (Management Board Chair)			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 10			BOARD	POLICY
2022 Remuneration Policy (Management Board Members)			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 11			BOARD	POLICY
			<div></div>	<div></div>

2021 Remuneration Report



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 12

BOARD

POLICY

2021 Remuneration of Maurice Lévy, Supervisory Board Chair



Proposer : Board

The compensation consists only of fixed remuneration. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 13

BOARD

POLICY

2021 Remuneration of Arthur Sadoun, Management Board Chair



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 14

BOARD

POLICY

2021 Remuneration of Anne-Gabrielle Heilbronner, Management Board Member



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 15

2021 Remuneration of Steve King, Management Board Member

BOARD POLICY



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 16

2021 Remuneration of Michel-Alain Proch, Management Board Member

BOARD POLICY



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

Authority to Repurchase and Reissue Shares

BOARD POLICY



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the allotment of some of its share or share categories based on an analysis of the company's needs and strategic opportunities. The buyback price premium may exceed 10 %, which goes against the policy. A vote against the proposal was recorded.

Vote recorded		
ITEM 18	BOARD	POLICY
Authority to Issue Shares and Convertible Debt w/ Preemptive Rights	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Pre-emptive rights give shareholders priority to subscribe for newly issued shares pro rated according to their previous level of participation. Shareholders exercising their subscription rights prevent the dilution of their participation in the company. The capital issue is acceptable given that it doesn't represent more than 50% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 19	BOARD	POLICY
Authority to Issue Shares and Convertible Debt w/o Preemptive Rights	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 20	BOARD	POLICY
Authority to Issue Shares and Convertible Debt Through Private Placement	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 21			BOARD	POLICY
Greenshoe			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 22			BOARD	POLICY
Authority to Set Offering Price of Shares			✓	✗
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Repricing the exercise price is allowed, which is contrary to the policyA vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 23			BOARD	POLICY
Authority to Increase Capital Through Capitalisations			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the increase of capital shares based on a needs analysis and strategic opportunities. This general authorization is routinely requested at each annual assembly. The increase is lower than 20 % of outstanding shares. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 24			BOARD	POLICY

Authority to Increase Capital in Case of Exchange Offers



Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 25

BOARD

POLICY

Authority to Increase Capital in Consideration for Contributions In Kind



Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 26

BOARD

POLICY

Authority to Grant Stock Options



Proposer : Board

A complete analysis of the executives' share-option plan shows that it meets all the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 27

BOARD

POLICY

Employee Stock Purchase Plan (Domestic and Overseas)



Proposer : Board

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The reduction on the shareprice relative to the market value is over 20%. A vote against the proposal was recorded.

Vote recorded

ITEM 28	BOARD	POLICY
Employee Stock Purchase Plan (Specific Categories)	✓	✗

Proposer : Board

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The reduction on the shareprice relative to the market value is over 20%. A vote against the proposal was recorded.

Vote recorded

ITEM 29	BOARD	POLICY
Amendments to Articles Regarding Alternate Auditors	✓	✓

Proposer : Board

The proposal aims to make changes to the corporate articles in order to reflect the applicable legislation. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 30	BOARD	POLICY
Amendments to Articles Regarding Repurchase of Shares	✓	✓

Proposer : Board

The proposal aims to make changes to the corporate articles in order to reflect the applicable legislation. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 31

BOARD POLICY

Authorisation of Legal Formalities

✓	✓
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Proposer : Board

This is a formality. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Exxon Mobil Corporation (XOM)	MEETING DATE 2022-05-25 ,
COUNTRY United States	RECORD DATE 2022-04-01
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 30231G102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	12400
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	81200

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Michael J. Angelakis	✓	✓
01.02	Elect Susan K. Avery	✓	✗
01.03	Elect Angela F. Braly	✓	✓
01.04	Elect Ursula M. Burns	✓	✗
01.05	Elect Gregory J. Goff	✓	✗
01.06	Elect Kaisa H. Hietala	✓	✓
01.07	Elect Joseph L. Hooley	✓	✓
01.08	Elect Steven A. Kandarian	✓	✓
01.09	Elect Alexander A. Karsner	✓	✗
01.10	Elect Jeffrey W. Ubben	✓	✓
01.11	Elect Darren W. Woods	✓	✗
02	Ratification of Auditor: PricewaterhouseCoopers	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Executive Perquisites	✗	✗
05	Shareholder Proposal Regarding Restricting Precatory Proposals	✗	✗
06	Shareholder Proposal Regarding GHG Targets and Alignment with Paris Agreement	✗	✓
07	Shareholder Proposal Regarding Report on Business Model Changes	✗	✓

08	Shareholder Proposal Regarding Audited Report on Net Zero Emissions 2050 Scenario Analysis	✗	✓
09	Shareholder Proposal Regarding Addressing Virgin Plastic Demand	✗	✓
10	Shareholder Proposal Regarding Political Contributions and Expenditures Report	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Michael J. Angelakis	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Susan K. Avery	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Angela F. Braly	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Ursula M. Burns	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Gregory J. Goff	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Kaisa H. Hietala	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect Joseph L. Hooley	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Steven A. Kandarian	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Alexander A. Karsner	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Jeffrey W. Ubben	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Darren W. Woods	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor: PricewaterhouseCoopers	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. There are no performance targets related to either the company's performance or to its performance compared to that of its peers. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Shareholder Proposal Regarding Executive Perquisites	✗	✗

Proposer : Bernie J. Pafford

Although it would be favorable for the company to apply its policies uniformly by not granting exceptions to its executives, we consider that shareholders have the opportunity to have an annual say on executive compensation. If the proponent feels that a vote against the remuneration is insufficient, it could contact the Remuneration Committee to make its case and get the company to agree to terminate the reimbursements. A vote against the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder Proposal Regarding Restricting Precatory Proposals	✗	✗

Proposer : Steven Milloy

The purpose of this proposal is to limit shareholders' right to submit shareholder proposals. The proponent is a lobbyist affiliated with conservative organizations whose positions are contrary to those of the ESG movement. The proposal is not in the shareholders' interest. A vote against the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding GHG Targets and Alignment with Paris Agreement	✗	✓

Proposer : [Follow This](#)

In this proposal, shareholders are asking Exxon to set and publish medium- and long-term goals for reducing greenhouse gas (GHG) emissions from the company's operations and energy products (Scope 1, Scope 2 and Scope 3) in line with the goals of the Paris Agreement to limit global warming to well below 2°C above pre-industrial levels and to continue efforts to limit the temperature increase to 1.5°C. The world's leading international scientific bodies have recently issued reports that clearly state the need for deep emission cuts to limit global warming to safe levels. In these reports, we note that a growing international consensus has emerged among financial institutions that climate-related risks are a source of financial risk and, therefore, mitigating global warming is critical to risk management and responsible economic management. Last year, many shareholder proposals on climate received positive support. To achieve the zero-emissions ambition, Exxon is taking a holistic approach that develops detailed emissions reduction roadmaps for key operated assets, and its net-zero roadmaps for key assets, covering approximately 90% of the company's greenhouse gas emissions. Exxon's initiatives include the ambition to achieve Scope 1 and Scope 2 net greenhouse gas emissions from operated assets by 2050, as well as ongoing efforts to help customers reduce their emissions. The company's target takes into account Scope 3 emissions, but does not set reduction targets. ExxonMobil's Advancing Climate Solutions program aligns with key elements of the framework developed by the Financial Stability Board's working group on climate-related financial reporting (TCFD), designed to encourage the informed conversation society needs on these important issues. The 2030 emission reduction plans are in line with the Paris-aligned trajectories, the U.S. and EU Global Methane Pledge and the U.S. Methane Emissions Reduction Action Plan. Unfortunately, those goals are not certified by the Science Based Targets (SBTi) initiative, which has established specific targets to ensure that companies' goals align with climate science. In 2021, Exxon responded to the CDP's request for information for its climate change program, an initiative supported by many investors. As a result, the company received a rating of F for failing to provide the information necessary to study the program, a rating that reflects the company's lack of environmental transparency. In 2021, a Dutch court ordered Shell to significantly reduce its global emissions (Scope 1, 2 and 3) by 2030. In order to try to curb the most negative impacts of climate change, the company's plan, as well as the disclosure of targets and certification, are essential. The proposal is therefore encouraging. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Shareholder Proposal Regarding Report on Business Model Changes	✗	✓

Proposer : [Kimberly Indresano and Brian Robert Romer JT Ten](#)

In this proposal, shareholders ask Exxon Mobil to publish a report (at a reasonable cost, omitting proprietary information) describing how the company could change its business model to generate profits within the limits of a global temperature rise of 1.5 degrees Celsius by significantly reducing its dependence on fossil fuels. The Intergovernmental Panel on Climate Change warns that oil industry emissions must fall by 50-90% by 2050 to avoid catastrophic consequences, and the World Benchmarking Alliance reports that companies must spend 77% of their capital expenditure on low-carbon projects to achieve a 1.5 degree scenario. These reports demonstrate that the company does not have a business strategy compatible with limiting the increase in global temperature to 1.5 degrees Celsius, without a commitment to net zero emissions by 2050 or a roadmap to achieve it. As seen in Proposal 6, the company's current emissions targets for 2025 do not take into account Scope 3 emissions from the company's products, which account for 83% of its total emissions. The leaders of many oil companies have announced that the peak of oil demand may occur by 2025, and peers have begun investing in clean energy (including wind, solar and renewable energy storage), while the company has invested in less efficient carbon mitigation solutions like carbon capture and sequestration. Carbon Tracker reports that the company could lose 80% of its oil investments if the world takes action to limit global temperature rise, and that its share returns remain at risk without a comprehensive climate strategy. It is prudent for management to assess its potential exposure to all risks, including environmental and social concerns and related regulations, in order to incorporate this information into its overall business risk profile. In order to comply with its peers and improve its transparency, the proposal is positive for the company. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 08	BOARD	POLICY
Shareholder Proposal Regarding Audited Report on Net Zero Emissions 2050 Scenario Analysis	<div>✗</div>	<div>✓</div>
Proposer : Christian Brothers Investment Services		

In this proposal, the shareholders request that ExxonMobil's board of directors obtain an audited report evaluating how the application of the assumptions in the International Energy Agency's Net Zero by 2050 trajectory would affect the assumptions, costs, estimates, and valuations underlying its financial statements, including those related to long-term commodities and carbon prices, remaining asset lives, future asset retirement obligations, capital expenditures, and impairments. The Board should obtain and ensure publication of the report by February 2023, at a reasonable cost and omitting proprietary information. Many policymakers, shareholders, and companies have converged on goals such as the need to limit the rise in global temperature to 1.5°C and achieve net-zero global greenhouse gas emissions by 2050, if not sooner. The International Energy Agency's ("IEA") Net Zero 2050 Roadmap describes an energy sector trajectory for net GHG emissions and indicates that no investment in new fossil fuel supply projects is required in a net-zero scenario. As noted in previous proposals, Exxon is pursuing the development of new fossil fuel resources, while acknowledging that climate change scenarios pose uncertainties that could result in impairments. Shareholders are concerned that the continued development of new fossil fuel resources will increase the risk of future impairments. An independent analysis conducted in September 2021 concluded that the company's financial statements lack the required transparency regarding climate-related assumptions and estimates, and the company's disclosures do not appear to use assumptions and estimates aligned with the Paris Agreement. Last year, this proposal received 49.4% support from shareholders. Indeed, we believe that more accurate information about the potential impacts of climate-related issues on its operations would allow shareholders to better understand how it manages and mitigates transition risks. The shareholders request that the company provide an audited report that assesses how NZE 2050 would affect its assumptions, costs, estimates and valuations underlying its financial statements. We believe that the production of this report is a reasonable request. We believe that this is an important step in the ultimate integration of this information into the financial statements and assumptions of companies. As we have seen with several major European oil companies, including several of Exxon's peers, incorporating this information can have significant impacts on companies' overall projections and their ability to provide the market with accurate, decision-useful information. In light of the above, we believe that

support for this proposal is justified and that shareholders would benefit from the production and verification of the requested information. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 09	BOARD	POLICY
Shareholder Proposal Regarding Addressing Virgin Plastic Demand	✗	✓

Proposer : Andrew Behar

In this proposal, the shareholders request that Exxon's Board of Directors issue an audited report on whether and how a significant reduction in the demand for virgin plastic, as set out in Breaking the Plastic Wave's system change scenario to reduce ocean plastic pollution, would affect the company's financial condition and the assumptions underlying its financial statement. It is known that plastics are actively threatening the world's oceans, wildlife and public health. Plastics of particular concern are single-use plastics ("SUP"), which make up the largest part of the 11 million metric tons of plastic that end up in waterways every year. In response to the plastic pollution crisis, countries and major packaging brands are starting to reduce the use of virgin plastic. Several studies show that a significant absolute reduction in the demand for virgin plastic is essential to curb the flow of plastic into the oceans. One of the most robust reduction pathways is presented in the widely respected report, Breaking the Plastic Wave, which found that plastic leakage into the ocean can be reduced by 80% under its System Change Scenario ("SCS"), which is based on a significant absolute reduction in virgin SUP and an immediate reduction in new investment in virgin production, are at odds with the company's planned investments. Exxon Mobil was recently identified as the world's largest producer of SUP-related polymers (5.9 million metric tons in 2019, or about 50% of its total polymer production) and was exposed for lobbying against plastic pollution laws. Although the company says it is taking action to tackle plastic waste, it is failing to meaningfully address the potential for regulatory restrictions and significant disruptions in demand for virgin plastic, both of which could result in stranded assets. In general, we believe it is prudent for management to assess its potential exposure to all risks, including environmental and social concerns and related regulations, in order to incorporate this information into its overall business risk profile. In this case, the main activity of the company includes the exploration and production of crude oil and natural gas and the manufacture, trade, transportation and sale of crude oil, natural gas, petroleum products, petrochemicals and a wide variety of specialized products. The company's chemical operation supplies olefins, polyolefins, aromatics and a wide variety of other petrochemical products. Even though the company says it is making progress in building one of the largest advanced plastic waste recycling facilities in North America, which is expected to start operations in 2022, it really needs to reduce its use and improve its plastics processing. Given its activities, the company may be exposed to risks related to plastic pollution. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 10	BOARD	POLICY
Shareholder Proposal Regarding Political Contributions and Expenditures Report	✗	✓

Proposer : Unitarian Universalist Association

Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER WPP PLC (LON:WPP)	MEETING DATE 2022-05-24 ,
COUNTRY United Kingdom	RECORD DATE 2022-04-19
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G9788D103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442029	Genus Fossil Free CanGlobe Equity fund	106500

ITEM	PROPOSAL	BOARD	POLICY
01	To approve the Financial Statements.	✓	✓
02	To approve a dividend of 18.7 pence per common share.	✓	✓
03	To approve the report on executive compensation.	✓	✓
04	To approve the election of the director: Simon Dingemans	✓	✓
05	To approve the election of the director: Angela Ahrendts	✓	✓
06	To approve the election of the director: Sandrine Dufour	✓	✓
07	To approve the election of the director: Tarek Farahat	✓	✓
08	To approve the election of the director: Tom Ilube	✓	✗
09	To approve the election of the director: Roberto Quarta	✓	✓
10	To approve the election of the director: Mark Read	✓	✓
11	To approve the election of the director: John Rogers	✓	✓
12	To approve the election of the director: Cindy Rose	✓	✓
13	To approve the election of the director: Nicole Seligman	✓	✓
14	To approve the election of the director: Keith Weed	✓	✓
15	To approve the election of the director: Jasmine Whitbread	✓	✗
16	To approve the election of the director: Ya-Quin Zhan	✓	✓
17	To approve the appointment of the auditing firm Deloitte LLP.	✓	✓

18	To authorize the directors to establish the auditors' fees.	✓	✓
19	To authorize the issuance of shares with pre-emptive rights.	✓	✗
20	To approve the share-based compensation plan for executives.	✓	✓
21	To authorize share buyback.	✓	✓
22	To authorize the issuance of shares without pre-emptive rights.	✓	✓
23	To authorize the issuance of shares without pre-emptive rights in connection with an acquisition or other capital investment.	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
To approve the Financial Statements.	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
To approve a dividend of 18.7 pence per common share.	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
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To approve the report on executive compensation.



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

To approve the election of the director: Simon Dingemans



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

To approve the election of the director: Angela Ahrendts



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

To approve the election of the director: Sandrine Dufour



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

To approve the election of the director: Tarek Farahat



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 08

BOARD

POLICY

To approve the election of the director: Tom Ilube



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Crossword Cybersecurity PLC and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 09

BOARD

POLICY

To approve the election of the director: Roberto Quarta



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 10

BOARD

POLICY

To approve the election of the director: Mark Read



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 11

BOARD

POLICY

To approve the election of the director: John Rogers



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 12

BOARD

POLICY

To approve the election of the director: Cindy Rose



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 13	BOARD	POLICY
To approve the election of the director: Nicole Seligman	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 14	BOARD	POLICY
To approve the election of the director: Keith Weed	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 15	BOARD	POLICY
To approve the election of the director: Jasmine Whitbread	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 16			BOARD	POLICY
To approve the election of the director: Ya-Quin Zhan			✓	✓
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 17			BOARD	POLICY
To approve the appointment of the auditing firm Deloitte LLP.			✓	✓
Proposer : Board			<hr/>	

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 18			BOARD	POLICY
To authorize the directors to establish the auditors' fees.			✓	✓
Proposer : Board			<hr/>	

It is the Board's responsibility to establish the auditors' fees. More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 19	BOARD	POLICY
To authorize the issuance of shares with pre-emptive rights.	✓	✗

Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Pre-emptive rights give shareholders priority to subscribe for newly issued shares pro rated according to their previous level of participation. Shareholders exercising their subscription rights prevent the dilution of their participation in the company. This issuance of special-purpose shares is greater than 50% of the shares. This issuance is not justified by adequately disclosed business reasons. A vote against the proposal was recorded.

Vote recorded		
ITEM 20	BOARD	POLICY
To approve the share-based compensation plan for executives.	✓	✓

Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 21	BOARD	POLICY
To authorize share buyback.	✓	✓

Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 22			BOARD	POLICY
To authorize the issuance of shares without pre-emptive rights.			✓	✓
Proposer : Board			<hr/>	

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. This issuance of general-purpose shares authorized is less than 10% of the shares. Furthermore, the share price cannot be reduced by more than 20%. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 23			BOARD	POLICY
To authorize the issuance of shares without pre-emptive rights in connection with an acquisition or other capital investment.			✓	✓
Proposer : Board			<hr/>	

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. This issuance of general-purpose shares authorized is less than 10% of the shares. Furthermore, the share price cannot be reduced by more than 20%. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Merck & Co. Inc. (MRK)	MEETING DATE 2022-05-24 ,
COUNTRY United States	RECORD DATE 2022-03-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 589331107/58933Y105

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Douglas M. Baker, Jr.	✓	✓
01.02	Elect Mary Ellen Coe	✓	✓
01.03	Elect Pamela J. Craig	✓	✗
01.04	Elect Robert M. Davis	✓	✗
01.05	Elect Kenneth C. Frazier	✓	✗
01.06	Elect Thomas H. Glocer	✓	✗
01.07	Elect Risa Lavizzo-Mourey	✓	✗
01.08	Elect Stephen L. Mayo	✓	✓
01.09	Elect Paul B. Rothman	✓	✗
01.10	Elect Patricia F. Russo	✓	✗
01.11	Elect Christine E. Seidman	✓	✗
01.12	Elect Inge G. Thulin	✓	✗
01.13	Elect Kathy J. Warden	✓	✗
01.14	Elect Peter C. Wendell	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Independent Chair	✗	✓

05	Shareholder Proposal Regarding Report on Access to COVID-19 Products	✗	✓
06	Shareholder Proposal Regarding Lobbying Activities and Values Congruency	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Douglas M. Baker, Jr.	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Mary Ellen Coe	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Pamela J. Craig	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Robert M. Davis			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Kenneth C. Frazier			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is the Executive Chairman of the Board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Thomas H. Glocer			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Risa Lavizzo-Mourey	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has other significant types of economic relationships with one of the company's clients, suppliers or consultants. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Stephen L. Mayo	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Paul B. Rothman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Patricia F. Russo	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. She is the Chairwoman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Christine E. Seidman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. She has other significant types of economic relationships with one of the company's clients, suppliers or consultants. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY
Elect Inge G. Thulin	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect Kathy J. Warden	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.14	BOARD	POLICY
Elect Peter C. Wendell	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
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Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Shareholder Proposal Regarding Independent Chair



Proposer : Kenneth Steiner

The Chairman of the Board is not an independent director as he is a former officer of the company. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The election of an independent chair is also a best practice in corporate governance. This shareholder proposal generally receives high approval rates. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder Proposal Regarding Report on Access to COVID-19 Products



Proposer : Oxfam America inc.

It is in the shareholders' interest that the company disclose all information regarding the competition, because there are risks to the company's reputation and to its actual performance. Protecting the shareholders' right to financial information and financial transparency are also in the company's interest. Improving governance practices makes it possible to minimize financial and extra-financial risks. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Shareholder Proposal Regarding Lobbying Activities and Values Congruency



Proposer : National Legal and Policy Center

Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. It is in the shareholders' interest that the company disclose all information on its lobbying efforts, because there are risks to the company's reputation. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER LEG Immobilien AG (ETR:LEG)	MEETING DATE 2022-05-19 ,
COUNTRY Germany	RECORD DATE 2022-05-12
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES D4960A103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442100	Genus Fossil Free Fund	7700

ITEM	PROPOSAL	BOARD	POLICY
02	To approve a dividend of EUR 4.07 per common share.	✓	✓
03	To grant a discharge of liability to the Management Board for the previous fiscal year.	✓	✓
04	To grant a discharge of liability to the Supervisory Board for the previous fiscal year.	✓	✓
05	To approve the appointment of the auditing firm Deloitte GMBH.	✓	✓
06	To approve the report on executive compensation.	✓	✓
07	To establish the number of directors at 6.	✓	✓
08	To modify the articles of association and bylaws.	✓	✓
09.01	To approve the election of the director: Sylvia Eichelberg	✓	✓
09.02	To approve the election of the director: Claus Nolting	✓	✓
09.03	To approve the election of the director: Jochen Scharpe	✓	✓
09.04	To approve the election of the director: Martin Wiesman	✓	✓
09.05	To approve the election of the director: Michael Zimmer	✓	✓
09.06	To approve the election of the director: Katrin Suder	✓	✓
10	To approve the policy on executive and director's compensation.	✓	✗
11	To approve the directors' compensation.	✓	✓
12	To modify the articles of association and bylaws to reflect amendments to the remuneration of the members of the Supervisory Board.	✓	✓
13	To modify the articles of association and bylaws to abolish statutory reservations of consent.	✓	✓

14	To modify the articles of association and bylaws regarding resignations of Supervisors.	✓	✓
15	Proposal to approve a share buyback followed by the cancellation or reissuance of the shares.	✓	✓
16	Proposal to authorize the use of financial derivatives when repurchasing shares.	✓	✗

PROXY ANALYSIS

ITEM 02	BOARD	POLICY
To approve a dividend of EUR 4.07 per common share.	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
To grant a discharge of liability to the Management Board for the previous fiscal year.	✓	✓

Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
To grant a discharge of liability to the Supervisory Board for the previous fiscal year.	✓	✓

Proposer : Board

No concerns have been raised concerning the actions of the directors. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
To approve the appointment of the auditing firm Deloitte GMBH.			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
To approve the report on executive compensation.			✓	✓
Proposer : Board				

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
To establish the number of directors at 6.			✓	✓
Proposer : Board				

The proposed size, which is within the range of 5 to 17 board members stipulated in the policy, will allow the board to be effective. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY

To modify the articles of association and bylaws.



Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09.01

BOARD

POLICY

To approve the election of the director: Sylvia Eichelberg



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 09.02

BOARD

POLICY

To approve the election of the director: Claus Nolting



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 09.03

BOARD

POLICY

To approve the election of the director: Jochen Scharpe



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 09.04	BOARD	POLICY
To approve the election of the director: Martin Wiesman	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 09.05	BOARD	POLICY
To approve the election of the director: Michael Zimmer	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 09.06	BOARD	POLICY
To approve the election of the director: Katrin Suder	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 10			BOARD	POLICY
To approve the policy on executive and director's compensation.			✓	✗
Proposer : Board				

<hr/>			Vote recorded	
ITEM 11			BOARD	POLICY
To approve the directors' compensation.			✓	✓
Proposer : Board				

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 12			BOARD	POLICY
To modify the articles of association and bylaws to reflect amendments to the remuneration of the members of the Supervisory Board.			✓	✓
Proposer : Board				

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 13			BOARD	POLICY

To modify the articles of association and bylaws to abolish statutory reservations of consent.



Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 14

BOARD

POLICY

To modify the articles of association and bylaws regarding resignations of Supervisors.



Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 15

BOARD

POLICY

Proposal to approve a share buyback followed by the cancellation or reissuance of the shares.



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. When a share buyback is associated with a cancellation of those shares, this results in a reduction of the share capital. This is a way of restoring assets to shareholders, when liquidities are greater than investment needs. Shares that have been repurchased and cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 16

BOARD

POLICY

Proposal to authorize the use of financial derivatives when repurchasing shares.



Proposer : Board

The policy prohibits the use of derivatives to buyback shares. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Western Union Company (The) (WU)	MEETING DATE 2022-05-19 ,
COUNTRY United States	RECORD DATE 2022-03-23
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 959802109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	83300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Martin I. Cole	✓	✓
01.02	Elect Richard A. Goodman	✓	✗
01.03	Elect Betsy D. Holden	✓	✗
01.04	Elect Jeffrey A. Joerres	✓	✗
01.05	Elect Devin McGranahan	✓	✗
01.06	Elect Michael A. Miles, Jr.	✓	✗
01.07	Elect Timothy P. Murphy	✓	✓
01.08	Elect Joyce A. Phillips	✓	✗
01.09	Elect Jan Siegmund	✓	✓
01.10	Elect Angela A. Sun	✓	✓
01.11	Elect Solomon D. Trujillo	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Martin I. Cole	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Richard A. Goodman	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Betsy D. Holden	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Jeffrey A. Joerres	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Devin McGranahan	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Michael A. Miles, Jr.	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Timothy P. Murphy	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Joyce A. Phillips	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Jan Siegmund	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Angela A. Sun	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Solomon D. Trujillo	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO to median employee pay ratio was more than 170 to 1. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Shareholder Proposal Regarding Right to Call Special Meetings



Proposer : John Chevedden

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Mosaic Company (The) (MOS)	MEETING DATE 2022-05-19 ,
COUNTRY United States	RECORD DATE 2022-03-24
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 61945A107/ 61945C103

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Cheryl K. Beebe	✓	✓
01.02	Elect Gregory L. Ebel	✓	✗
01.03	Elect Timothy S. Gitzel	✓	✗
01.04	Elect Denise C. Johnson	✓	✓
01.05	Elect Emery N. Koenig	✓	✗
01.06	Elect James C. O'Rourke	✓	✗
01.07	Elect David T. Seaton	✓	✗
01.08	Elect Steven M. Seibert	✓	✗
01.09	Elect Luciano Siani Pires	✓	✓
01.10	Elect Gretchen Watkins	✓	✓
01.11	Elect Kelvin R. Westbrook	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Cheryl K. Beebe	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Gregory L. Ebel	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Timothy S. Gitzel	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Cameco Corporation and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Denise C. Johnson	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Emery N. Koenig	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect James C. O'Rourke	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect David T. Seaton	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Steven M. Seibert	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Luciano Siani Pires	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Gretchen Watkins	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD		POLICY	
Elect Kelvin R. Westbrook	✓		✗	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD		POLICY	
Ratification of Auditor	✓		✓	

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD		POLICY	
Advisory Vote on Executive Compensation	✓		✗	

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

		Vote recorded	
ITEM 04		BOARD	POLICY
Shareholder Proposal Regarding Right to Call Special Meetings			
Proposer : John Chevedden			

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Home Depot Inc. (The) (HD)	MEETING DATE 2022-05-19 ,
COUNTRY United States	RECORD DATE 2022-03-21
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 437076102

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Gerard J. Arpey	✓	✗
01.02	Elect Ari Bousbib	✓	✗
01.03	Elect Jeffery H. Boyd	✓	✗
01.04	Elect Gregory D. Brenneman	✓	✗
01.05	Elect J. Frank Brown	✓	✗
01.06	Elect Albert P. Carey	✓	✗
01.07	Elect Edward P. Decker	✓	✗
01.08	Elect Linda R. Gooden	✓	✓
01.09	Elect Wayne M. Hewett	✓	✓
01.10	Elect Manuel Kadre	✓	✗
01.11	Elect Stephanie C. Linnartz	✓	✓
01.12	Elect Craig A. Menear	✓	✗
01.13	Elect Paula Santilli	✓	✓
01.14	Elect Caryn Seidman-Becker	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Amendment to the Omnibus Stock Incentive Plan	✓	✗

05	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
06	Shareholder Proposal Regarding Independent Chair	✗	✓
07	Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency	✗	✓
08	Shareholder proposal requesting that the Board of Directors report to shareholders on actions taken to promote greater racial and gender equity within the Board.	✗	✓
09	Shareholder Proposal Regarding Deforestation Report	✗	✓
10	Shareholder proposal requesting that the Board of Directors oversee and publish an independent racial equity audit analyzing the company's negative impacts on non-white stakeholders and communities of color.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Gerard J. Arpey	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Ari Bousbib	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Jeffery H. Boyd	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He is the Chairman of Oscar Health inc and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Gregory D. Brenneman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect J. Frank Brown	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Albert P. Carey	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Edward P. Decker	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Linda R. Gooden	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Wayne M. Hewett			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Manuel Kadre			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of Republic Services inc. and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect Stephanie C. Linnartz			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.12		
	BOARD	POLICY
Elect Craig A. Menear	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.13		
	BOARD	POLICY
Elect Paula Santilli	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.14		
	BOARD	POLICY
Elect Caryn Seidman-Becker	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board			<hr/>	

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board			<hr/>	

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The overall dilution rate is over 10%. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Amendment to the Omnibus Stock Incentive Plan			✓	✗
Proposer : Board			<hr/>	

The share plan is part of a global share-based compensation plan, which opposes the policy. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY

Shareholder Proposal Regarding Right to Call Special Meetings



Proposer : John Chevedden

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Shareholder Proposal Regarding Independent Chair



Proposer : National Legal and Policy Center

In order to guide the Board in its responsibility to monitor management's performance without conflict of interest, the Chair of the Board must be an independent director. The appointment of an independent chair is also a best practice in governance. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency



Proposer : Tara Health Foundation and co-proponents

Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. The disclosure of political contributions promotes the directors' accountability with regard to how they allot money coming from shareholders. The proposal is deemed reasonable. It is in shareholders' interest and could be produce at a low cost since the report would only be published on the company's website. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD

POLICY

Shareholder proposal requesting that the Board of Directors report to shareholders on actions taken to promote greater racial and gender equity within the Board.



Proposer : North Star Asset Management

It is now widely recognized that greater sexual, racial and ethnic diversity, both on the board of directors and in management, offers many advantages to companies. For example, a study commissioned by Bank of Finland in 2012 specified that gender diversity has a positive impact on leaders' ability to innovate, company growth, efficiency and return on investment, and merger and acquisition performance. A study conducted the Conference Board has also concluded that boards with gender diversity place greater emphasis on the management of conflicts of interest, risk management and other indicators of control. Besides, more diversity allows to compare different perspectives and leads to various solutions or strategies. Diversity would also have a positive effect on financial performance. Thus, according to a report released by McKinsey & Company in May 2020, companies with the most diverse management teams are more likely than ever to perform better than their peers. This study indicates that companies in the top quartile for ethnic and cultural diversity are now 36% more likely to have above average profitability than those in the fourth quartile. This likelihood reached 21% for those with more women among their managers. In the case of Home Depot, we find that women remain underrepresented on its board of directors. Only 29% of its members will be women as a result of the 2022 elections, which is still far from the parity zone of 40-60%. With regard to racial diversity, 4 directors are from a minority background (29%), while members of racial or ethnic minorities make up almost half of its workforce. Relative to this diversity marker, Home Depot does better than Walgreens Boots Alliance and Dollar General (25%), eBay (23%), Walmart (18%) and Costco (10%), but lags behind Lowe's (45%), Target (36%) and TJX (36%). There are several strategies that Home Depot could explore to increase diversity on its board, such as setting targets with a timeline or adopting a diversity policy inspired by the Rooney Rule that would require it to consider the candidacy of qualified women and people from racial and ethnic minorities when recruiting new directors. Regarding the latter measure, note that according to a 2016 Harvard Business Review study, the odds of hiring a woman were 79 times greater when there were at least 2 women among the finalists for a position. Under the same conditions, the chances of retaining a person from a minority are 193 times greater. In short, given the many benefits associated with greater diversity on the board of directors, we believe that the adoption of the proposal would benefit the company and its shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09

BOARD

POLICY

Shareholder Proposal Regarding Deforestation Report



Proposer : Green Century Capital Management

In this proposal, shareholders are asking The Home Depot to issue a report assessing whether and how it could increase the scope, pace, and rigor of its efforts to eliminate deforestation and primary forest degradation in its supply chains. According to a 2018 study by the World Resources Institute ("WRI") and Climate Focus, the tropical forest cover declined by over 195 million hectares between 1990 and 2015. Wood products are among the main drivers of deforestation and forest degradation, which are responsible for about 12.5% of global greenhouse gas emissions and contribute to biodiversity loss. Companies that do not adequately mitigate deforestation and forest degradation in their supply chains are vulnerable to climate-related material risks and reputational damage. The Home Depot Group uses wood that is 86% sourced from North America, including Canada's boreal forest. This forest stabilizes the climate and supports biodiversity, holding about 44% of all terrestrial carbon, but it has the third highest rate of intact forest loss globally, releasing tens of millions of metric tons of carbon per year. The company does not have forestry policies that meaningfully address impacts on primary forests. In 2021, the company did not report to CDP Forests on its program on forest protection, an initiative supported by many investors. It does not comprehensively disclose the geographic sourcing areas and certifications of its wood

products, nor has it committed to guaranteeing that the wood it purchases is free from deforestation and forest degradation or to obtaining third-party certification for the wood products purchased. Home Depot is lagging behind its peers on policies addressing forest issues. Investors are increasingly aware of the risks associated with deforestation and its impact on their portfolios, as evidenced by the creation of the Soft Commodities Compact, an effort by major investment banks, including UBS, JP Morgan and Societe Generale, to help achieve zero net deforestation by 2020 ("J.P. Morgan and Societe Generale Join 10 Other Banks in Adopting the 'Soft Commodities' Compact." Cambridge Institute for Sustainability Leadership. November 26, 2015). Given the focus on sustainable supply chains, we believe that the company must continue to ensure that it mitigates the risks associated with deforestation. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD POLICY

Shareholder proposal requesting that the Board of Directors oversee and publish an independent racial equity audit analyzing the company's negative impacts on non-white stakeholders and communities of color.



Proposer : The service Employees International Union Master Trust

Events in recent years, including the assassination of George Floyd and protests in support of the Black Lives Matter movement, as well as the disproportionate impact of the COVID-19 pandemic on ethnic minority communities and the inauguration of a president who has made racial equity one of his priorities, have all contributed to bringing systemic racism, violence, and racial inequality, including in employment, to the attention of the media, the public, and policymakers. In doing so, they have brought diversity, inclusion and equity issues to the forefront in the United States. It is therefore in the best interests of shareholders for companies to identify and diligently address issues of inequality in their communities and workforces, especially since companies that do not comply with employment equity expose themselves to financial, legal, operational, reputational and divestment risks. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of groupthink and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. In the case of The Home Depot, we note that the company discloses diversity data and information, including its EEO-1 report on the gender and race composition of its workforce, and states that it strives to foster diversity, inclusion, and equity. For example, in 2020, it pledged to donate one million dollars to the Lawyers Committee for Civil Rights Under Law to support civil rights and equality before the courts. These actions and commitments deserve to be highlighted. However, while Home Depot is making efforts to address racial inequities, we believe it is still in the interests of shareholders that it implement the proposal. An independent racial impact analysis would allow the company to objectively assess whether its policies and practices may negatively impact not only its employees but also communities of color. All in all, it is a matter for the company to exercise due diligence in this area, to ensure that it does not unconsciously contribute to systemic racism and, where appropriate, to make the appropriate corrections. As a result, it could proactively identify and mitigate the risk of being associated with a racial equity controversy, which would expose the company to significant legal, financial, reputational, and even consumer boycott risks. The publication of the report would also allow investors to better assess the risks involved. Finally, a growing number of companies have begun or agreed to engage in this type of exercise (including Citigroup, State Street, BlackRock, Airbnb, and Starbucks), recognizing the importance and value of this tool, and shareholder proposals addressing this issue generally receive high approval rates, with the one submitted to Apple in 2022 receiving a majority of votes. A vote in favour of the proposal was recorded.

Vote recorded

PROXY SUMMARY

ISSUER Power Assets Holdings Ltd (6)	MEETING DATE 2022-05-18 ,
COUNTRY China	RECORD DATE 2022-05-12
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES Y33549117

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442045	Genus Dividend Fund	478600

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✗
02	Allocation of Profits/Dividends	✓	✓
03.01	Elect Canning K.N. Fok	✓	✗
03.02	Elect CHAN Loi Shun	✓	✗
03.03	Elect LEUNG Chong Shun	✓	✗
03.04	Elect KOH Poh Wah	✓	✗
04	Appointment of Auditor and Authority to Set Fees	✓	✗
05	Authority to Issue Shares w/o Preemptive Rights	✓	✓
06	Authority to Repurchase Shares	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Accounts and Reports	✓	✗
Proposer : Board		

We observe that less than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote against the proposal was recorded.

		Vote recorded
ITEM 02	BOARD	POLICY
Allocation of Profits/Dividends		

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03.01	BOARD	POLICY
Elect Canning K.N. Fok	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee. He is currently an executive of the firm. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 03.02	BOARD	POLICY
Elect CHAN Loi Shun	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with a principal shareholder. A vote against the candidate was recorded.

Vote recorded

ITEM 03.03	BOARD	POLICY

Elect LEUNG Chong Shun



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. A vote against the candidate was recorded.

Vote recorded

ITEM 03.04

BOARD

POLICY

Elect KOH Poh Wah



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Appointment of Auditor and Authority to Set Fees



Proposer : Board

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Authority to Issue Shares w/o Preemptive Rights



Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Authority to Repurchase Shares



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Advanced Micro Devices Inc. (AMD)	MEETING DATE 2022-05-18 ,
COUNTRY United States	RECORD DATE 2022-03-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 7903107

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect John E. Caldwell	✓	✗
01.02	Elect Nora M. Denzel	✓	✗
01.03	Elect D. Mark Durcan	✓	✗
01.04	Elect Michael P. Gregoire	✓	✗
01.05	Elect Joseph A. Householder	✓	✗
01.06	Elect John W. Marren	✓	✗
01.07	Elect Jon A. Olson	✓	✗
01.08	Elect Lisa T. Su	✓	✗
01.09	Elect Abhijit Y. Talwalkar	✓	✗
01.10	Elect Elizabeth W. Vanderslice	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect John E. Caldwell	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Nora M. Denzel	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect D. Mark Durcan	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Michael P. Gregoire	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Joseph A. Householder	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect John W. Marren	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect Jon A. Olson		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Lisa T. Su		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairwoman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Abhijit Y. Talwalkar		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Elizabeth W. Vanderslice			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Ratification of Auditor			<div>✓</div>	<div>✓</div>
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			<div>✓</div>	<div>✗</div>
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO receives 200 times more than the average American salary and the internal equity ratio is over 1:170. A vote against the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER American Financial Group Inc. (AFG)	MEETING DATE 2022-05-18 ,
COUNTRY United States	RECORD DATE 2022-03-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 025932104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	6700
160717028	Genus Fossil Free Canglobe Equity Fund - 160717028	13200

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Carl H. Lindner, III	✓	✗
01.02	Elect S. Craig Lindner	✓	✗
01.03	Elect John B. Berding	✓	✗
01.04	Elect James E. Evans	✓	✗
01.05	Elect Terry S. Jacobs	✓	✗
01.06	Elect Gregory G. Joseph	✓	✗
01.07	Elect Mary Beth Martin	✓	✗
01.08	Elect Amy Y. Murray	✓	✗
01.09	Elect Evans N. Nwankwo	✓	✗
01.10	Elect William W. Verity	✓	✗
01.11	Elect John I. Von Lehman	✓	✗
02	Ratification of Auditor: Ernst and Young	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Carl H. Lindner, III	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the co-chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect S. Craig Lindner			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the co-chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect John B. Berding			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect James E. Evans			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He received a significant sum of money during a single year (compensation or fees). A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Terry S. Jacobs			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Gregory G. Joseph			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Mary Beth Martin			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Amy Y. Murray			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Evans N. Nwankwo			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect William W. Verity			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect John I. Von Lehman		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Ratification of Auditor: Ernst and Young		
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation		
Proposer : Board		

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Halliburton Company (HAL)	MEETING DATE 2022-05-18 ,
COUNTRY United States	RECORD DATE 2022-03-21
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 406216101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	29400
160717026	Genus Canglobe Equity fund - 160717026	77200

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Abdulaziz F. Al Khayyal	✓	✗
01.02	Elect William E. Albrecht	✓	✓
01.03	Elect M. Katherine Banks	✓	✓
01.04	Elect Alan M. Bennett	✓	✗
01.05	Elect Milton Carroll	✓	✗
01.06	Elect Earl M. Cummings	✓	✓
01.07	Elect Murry S. Gerber	✓	✗
01.08	Elect Robert A. Malone	✓	✗
01.09	Elect Jeffrey A. Miller	✓	✗
01.10	Elect Bhavesh V. Patel	✓	✓
01.11	Elect Tobi M. Edwards Young	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Abdulaziz F. Al Khayyal	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect William E. Albrecht	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect M. Katherine Banks	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Alan M. Bennett	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Milton Carroll	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Earl M. Cummings	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY

Elect Murry S. Gerber



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Robert A. Malone



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Jeffrey A. Miller



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Bhavesh V. Patel				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded
ITEM 01.11		BOARD	POLICY
Elect Tobi M. Edwards Young			
Proposer : Board			

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

			Vote recorded
ITEM 02		BOARD	POLICY
Ratification of Auditor			
Proposer : Board			

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded
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ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation

	
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Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER CBRE Group Inc (NYSE:CBG)	MEETING DATE 2022-05-18 ,
COUNTRY United States	RECORD DATE 2022-03-21
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 12504L109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	13400

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Brandon B. Boze	✓	✗
01.02	Elect Beth F. Cobert	✓	✗
01.03	Elect Reginald H. Gilyard	✓	✗
01.04	Elect Shira D. Goodman	✓	✓
01.05	Elect Christopher T. Jenny	✓	✗
01.06	Elect Gerardo I. Lopez	✓	✗
01.07	Elect Susan Meaney	✓	✓
01.08	Elect Oscar Munoz	✓	✗
01.09	Elect Robert E. Sulentic	✓	✓
01.10	Elect Sanjiv Yajnik	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Amendment to the 2019 Equity Incentive Plan	✓	✗
05	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Brandon B. Boze	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Beth F. Cobert	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Reginald H. Gilyard	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
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Elect Shira D. Goodman



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Christopher T. Jenny



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Gerardo I. Lopez



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Susan Meaney	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Oscar Munoz	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Robert E. Sulentic	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Sanjiv Yajnik	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded		
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ITEM 04	BOARD	POLICY
Amendment to the 2019 Equity Incentive Plan	✓	✗
Proposer : Board		

The proposed share-based compensation plan does not meet all of the policy criteria. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

ITEM 05	BOARD	POLICY
Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
Proposer : John Chevedden		

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Reliance Steel & Aluminum Co. (NYSE: RS)	MEETING DATE 2022-05-18 ,
COUNTRY United States	RECORD DATE 2022-03-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 759509102

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Lisa L. Baldwin	✓	✓
01.02	Elect Karen W. Colonias	✓	✗
01.03	Elect Frank J. Dellaquila	✓	✓
01.04	Elect John G. Figueroa	✓	✗
01.05	Elect James D. Hoffman	✓	✗
01.06	Elect Mark V. Kaminski	✓	✗
01.07	Elect Karla R. Lewis	✓	✗
01.08	Elect Robert A. McEvoy	✓	✗
01.09	Elect David W. Seeger	✓	✗
01.10	Elect Douglas W. Stotlar	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Proxy Access Bylaw Amendment	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Lisa L. Baldwin	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Karen W. Colonias			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. She has other significant types of economic relationships with one of the company's clients, suppliers or consultants. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Frank J. Dellaquila			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect John G. Figueroa			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect James D. Hoffman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Mark V. Kaminski	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Karla R. Lewis	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently an executive of the company. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Robert A. McEvoy			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect David W. Seeger			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Douglas W. Stotlar			<div>✓</div>	<div>✗</div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The compensation plan is excessive relative to that of peers in Canada and the US. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Shareholder Proposal Regarding Proxy Access Bylaw Amendment



Proposer : John Chevedden

The shareholders submitting these proposals must have more than 3 % of common shares. It is in the shareholders' interest that they be allowed to submit candidates for the board elections who will represent their points of view in the decisions that affect the company. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Vertex Pharmaceuticals Inc. (VRTX)	MEETING DATE 2022-05-18 ,
COUNTRY United States	RECORD DATE 2022-03-24
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 92532F100

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717060	Genus Pooled Funds - 160717060	6300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Sangeeta N. Bhatia	✓	✗
01.02	Elect Lloyd A. Carney	✓	✗
01.03	Elect Alan M. Garber	✓	✗
01.04	Elect Terrence C. Kearney	✓	✗
01.05	Elect Reshma Kewalramani	✓	✗
01.06	Elect Yuchun Lee	✓	✗
01.07	Elect Jeffrey M. Leiden	✓	✗
01.08	Elect Margaret G. McGlynn	✓	✗
01.09	Elect Diana L. McKenzie	✓	✗
01.10	Elect Bruce I. Sachs	✓	✗
01.11	Elect Suketu Upadhyay	✓	✓
02	Ratification of Auditor	✓	✗
03	Advisory Vote on Executive Compensation	✓	✗
04	Amendment to the 2013 Stock and Option Plan	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Sangeeta N. Bhatia	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Lloyd A. Carney	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Alan M. Garber	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY

Elect Terrence C. Kearney



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Reshma Kewalramani



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Yuchun Lee



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Jeffrey M. Leiden



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Margaret G. McGlynn



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Diana L. McKenzie



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Bruce I. Sachs			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect Suketu Upadhyay			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Ratification of Auditor			✓	✗
Proposer : Board				

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Amendment to the 2013 Stock and Option Plan	✓	✗
Proposer : Board		

A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. The option plan is intended for directors, among others. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded		
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PROXY SUMMARY

ISSUER Robert Half International Inc. (NYSE:RHI)	MEETING DATE 2022-05-18 ,
COUNTRY United States	RECORD DATE 2022-03-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 770323103

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Julia L. Coronado	✓	✗
01.02	Elect Dirk A. Kempthorne	✓	✗
01.03	Elect Harold M. Messmer, Jr.	✓	✗
01.04	Elect Marc H. Morial	✓	✗
01.05	Elect Robert J. Pace	✓	✗
01.06	Elect Fredrick A. Richman	✓	✗
01.07	Elect M. Keith Waddell	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Julia L. Coronado	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
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Elect Dirk A. Kempthorne



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Harold M. Messmer, Jr.



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is the Executive Chair of the Board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Marc H. Morial



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Robert J. Pace



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 12 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Fredrick A. Richman



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 12 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect M. Keith Waddell



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Anthem Inc. (NYSE:ANTM)	MEETING DATE 2022-05-18 ,
COUNTRY United States	RECORD DATE 2022-03-17
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 36752103

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Susan D. DeVore	✓	✓
01.02	Elect Bahija Jallal	✓	✗
01.03	Elect Ryan M. Schneider	✓	✗
01.04	Elect Elizabeth E. Tallett	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Company Name Change	✓	✓
05	Shareholder Proposal Regarding Prohibiting Political Contributions	✗	✓
06	Shareholder Proposal Regarding Racial Impact Audit	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Susan D. DeVore	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY

Elect Bahija Jallal



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is CEO of Immunocore Holdings plc and sits on the Compensation Committee, which goes against the policy. She is the CEO of another company and sits on more than two board. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Ryan M. Schneider



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is CEO of Realogy Holdings Corp. and sits on the Compensation Committee, which goes against the policy. He is the CEO of another company and sits on more than one board. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Elizabeth E. Tallett



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Advisory Vote on Executive Compensation			<div>✓</div>	<div>✗</div>
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Ratification of Auditor			<div>✓</div>	<div>✓</div>
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Company Name Change			<div>✓</div>	<div>✓</div>
Proposer : Board				

It is proposed to change the name of the company to : Elevance Health Inc. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY

Shareholder Proposal Regarding Prohibiting Political Contributions



Proposer : John Harrington

The proponent believes that political contributions can be detrimental to the company's interests because of the number of issues on which politicians are asked to speak. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Shareholder Proposal Regarding Racial Impact Audit



Proposer : Trillium Asset Management, LLC

Events in recent years, including the assassination of George Floyd and the protests in support of the Black Lives Matter movement, as well as the disproportionate impact of the COVID-19 pandemic on ethnic minority communities and the inauguration of a president who has made racial equity one of his priorities, have helped focus media, public, and policymaker attention on systemic racism, violence, and racial inequality. In the process, they have brought diversity, inclusion, and equity issues to the forefront in the United States. It is therefore in the best interest of shareholders for companies to identify and diligently address issues of inequality within their communities and workforces, especially since companies that fail to comply with employment equity expose themselves to financial, legal, operational, reputational and divestment risks. Conversely, preventing discrimination and creating an open and diverse work environment at all levels of the organization provides benefits to businesses, such as providing diverse perspectives, increasing productivity and employee morale, eliminating the limitations of groupthink and reducing the risks of discrimination. Studies have also shown that diversity has a positive effect on financial performance. In the case of Anthem, we note that the company discloses data and information about the diversity of its workforce. Notably, its board of directors included 40 percent women and 40 percent people of color in 2018, 2019, and 2020. The company has also made commitments and adopted measures to combat racial injustices. For example, it has dedicated US\$50 million to eliminating racial injustices and says that in 2021, it has continued to advocate for policies that address racial health disparities, with a particular focus on maternal health and COVID-19 inequities. In particular, she is working with Blue Cross and Blue Shield in the United States to reduce racial disparities in maternal health by 50% within 5 years. These actions and commitments are noteworthy. However, while Anthem is making efforts to address racial inequities, we believe it is still in the best interest of shareholders that it implement the proposal and provide more information. An independent analysis of its racial impact would allow it to assess whether its policies, practices, products and services may be negatively impacting not only its employees, but also its communities. In short, it is a matter of doing due diligence, ensuring that it is not unknowingly contributing to systemic racism and, if so, taking corrective action. This would allow the company to proactively identify and mitigate the risk of being associated with a racial equity controversy that would expose it to significant legal, financial, reputational, and even consumer boycott risks. The publication of the review report would also allow investors to better assess the risks to which it is exposed. Finally, a growing number of companies have begun or agreed to undertake this type of exercise (including Citigroup, State Street, BlackRock, Airbnb and Starbucks), recognizing the importance and value of this tool, and shareholder proposals on this issue generally receive high approval ratings, with Apple's 2022 proposal receiving a majority of votes. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Signify NV (AMS: LIGHT)	MEETING DATE 2022-05-17 ,
COUNTRY Netherlands	RECORD DATE 2022-04-19
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 82670P101

ITEM	PROPOSAL	BOARD	POLICY
02	Advisory vote on the remuneration report	✓	✓
04	Proposal to adopt the financial statements	✓	✓
05	To adopt a cash dividend of EUR 1,45	✓	✓
06.01	Discharge the member of the board of management	✓	✓
06.02	Discharge the member of the Supervisory board	✓	✓
07	Elect Bram Shot	✓	✓
08.01	Proposal to authorize the board of management to issue shares	✓	✓
08.02	Proposal to authorize the board to restrict or exclude preemptive rights	✓	✓
09	To acquire shares in the company	✓	✓
10	Proposal to cancel shares	✓	✓

PROXY ANALYSIS

ITEM 02	BOARD	POLICY
Advisory vote on the remuneration report	✓	✓
Proposer : Board		

A complete analysis of the compensation report shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
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Proposal to adopt the financial statements



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

To adopt a cash dividend of EUR 1,45



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06.01

BOARD

POLICY

Discharge the member of the board of management



Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06.02

BOARD

POLICY

Discharge the member of the Supervisory board



Proposer : Board

No concerns have been raised concerning the actions of the directors. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Elect Bram Shot	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 08.01	BOARD	POLICY
Proposal to authorize the board of management to issue shares	✓	✓
Proposer : Board		

It is the Board of Directors' responsibility to make recommendations on the allotment of some of its share or share categories based on an analysis of the company's needs and strategic opportunities. The issuance of securities is acceptable given that it doesn't represent more than 10 % of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 08.02	BOARD	POLICY
Proposal to authorize the board to restrict or exclude preemptive rights	✓	✓
Proposer : Board		

It is the responsibility of the Board to recommend pre-emptive rights for certain shares or share classes, based on an analysis of needs and strategic opportunities. The proposal is justified by adequate business reasons, and is deemed to be in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 09	BOARD	POLICY
To acquire shares in the company	✓	✓
Proposer : Board		

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased represent more than 10% of outstanding shares. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 10	BOARD	POLICY
Proposal to cancel shares	✓	✓
Proposer : Board		

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. When a share buyback is associated with a cancellation of those shares, this results in a reduction of the share capital. This is a way of restoring assets to shareholders, when liquidities are greater than investment needs. A vote in favour of the proposal was recorded.

Vote recorded		
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PROXY SUMMARY

ISSUER Nutrien Ltd (TSE:NTR)	MEETING DATE 2022-05-17 ,
COUNTRY Canada	RECORD DATE 2022-03-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 67077M108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	5400
160717031	Genus Pooled Funds - 160717031	42600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Christopher M. Burley	✓	✓
01.02	Elect Maura J. Clark	✓	✓
01.03	Elect Russell K. Girling	✓	✓
01.04	Elect Michael J. Hennigan	✓	II
01.05	Elect Miranda C. Hubbs	✓	✓
01.06	Elect Raj S. Kushwaha	✓	✓
01.07	Elect Alice D. Laberge	✓	✓
01.08	Elect Consuelo E. Madere	✓	✓
01.09	Elect Keith G. Martell	✓	✓
01.10	Elect Aaron W. Regent	✓	✓
01.11	Elect Nelson Luiz Costa Silva	✓	✓
02	Appointment of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Christopher M. Burley	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Maura J. Clark			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Russell K. Girling			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Michael J. Hennigan			✓	
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of MPLX LP and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Miranda C. Hubbs			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Raj S. Kushwaha			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Alice D. Laberge			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Consuelo E. Madere			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Keith G. Martell			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Aaron W. Regent			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect Nelson Luiz Costa Silva			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor			<div>✓</div>	<div>✓</div>
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			<div>✓</div>	<div>✓</div>
Proposer : Board				

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Societe Generale SA (GLE)	MEETING DATE 2022-05-17 ,
COUNTRY France	RECORD DATE 2022-05-12
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES F43638141

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442029	Genus Fossil Free CanGlobe Equity fund	30900

ITEM	PROPOSAL	BOARD	POLICY
01	Approve consolidated financial statement	✓	✓
02	Approve financial statement	✓	✓
03	Approve allocation of income	✓	✓
04	Approve auditors special report	✓	✓
05	Approve remuneration policy for the chairman	✓	✓
06	Approve remuneration policy for the CEO	✓	✓
07	Approve remuneration policy for the directors	✓	✓
08	Approve compensation report	✓	✓
09	Approve compensation of Lorenzo Bini Smaghi	✓	✓
10	Approve compensation of Frederic Oudea	✓	✓
11	Approve compensation of Philippe Aymerich	✓	✓
12	Approve compensation of Diony Lebot	✓	✓
13	Approve remuneration in the aggregate amount of 297,66 Million	✓	✓
14	Elect Lorenzo Bini	✓	✓
15	Elect Jerome Contamine	✓	✓
16	Elect Diane Cote	✓	✓
17	Authorize repurchase of up to 10 %	✓	✗

18	Authorize issuance of equity with preemptive right	✓	✓
19	Authorize issuance of equity without preemptive right	✓	✓
20	Authorize capital increase of up to 10 % of issued capital	✓	✓
21	authorize capital issuance for use in employee stock purchase plans	✓	✓
22	Authorize up to 1,2 % of issued capital	✓	✓
23	Authorize up to 0,5% of issued capital	✓	✓
24	Authorize decrease in share capital via cancellation of repurchased share	✓	✓
25	Authorize filing of required documents or other formalities	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Approve consolidated financial statement	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Approve financial statement	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Approve allocation of income			✓	✓
Proposer : Board				

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Approve auditors special report			✓	✓
Proposer : Board				

This special report verifies the relationships between related parties and any possible resulting conflicts of interest. This is advisable in order to better manage the company's reputation-related risk and any possible loss of reputation. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Approve remuneration policy for the chairman			✓	✓
Proposer : Board				

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
Approve remuneration policy for the CEO			✓	✓
Proposer : Board				

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
Approve remuneration policy for the directors			✓	✓
Proposer : Board				

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
Approve compensation report			✓	✓
Proposer : Board				

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY

Approve compensation of Lorenzo Bini Smaghi



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD

POLICY

Approve compensation of Frederic Oudea



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 11

BOARD

POLICY

Approve compensation of Philippe Aymerich



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 12

BOARD

POLICY

Approve compensation of Diony Lebot



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 13	BOARD	POLICY
Approve remuneration in the aggregate amount of 297,66 Million	✓	✓
Proposer : Board		

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 14	BOARD	POLICY
Elect Lorenzo Bini	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 15	BOARD	POLICY
Elect Jerome Contamine	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Audit Committee and the Compensation Committee are not

exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 16			BOARD	POLICY
Elect Diane Cote			✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 17			BOARD	POLICY
Authorize repurchase of up to 10 %			✓	✗

Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. The buyback price premium may exceed 10 %, which goes against the policy. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 18			BOARD	POLICY
Authorize issuance of equity with preemptive right			✓	✓

Proposer : Board

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Pre-emptive rights give shareholders priority to subscribe for newly issued shares pro rated according to their previous level of participation. Shareholders exercising their subscription rights prevent the dilution of their participation in the company. The capital issue is acceptable given that it doesn't represent more than 50% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 19			BOARD	POLICY
Authorize issuance of equity without preemptive right			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 20			BOARD	POLICY
Authorize capital increase of up 10 % of issued capital			✓	✓
Proposer : Board				

This proposal requests the authorization to increase the number of shares reserved in the stock-based compensation plan. It is the Board’s responsibility to make recommendations on the increase of capital shares based on a needs analysis and strategic opportunities. This general authorization is routinely requested at each annual assembly. The increase is lower than 20 % of outstanding shares. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 21			BOARD	POLICY
authorize capital issuance for use in employee stock purchase plans			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 22	BOARD	POLICY
Authorize up to 1,2 % of issued capital	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 23	BOARD	POLICY
Authorize up to 0,5% of issued capital	✓	✓
Proposer : Board		

It is the Board of Directors’ responsibility to make recommendations on the allotment of some of its share or share categories based on an analysis of the company’s needs and strategic opportunities. The allotment of securities is acceptable given that it doesn't represent more than 10% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 24	BOARD	POLICY
Authorize decrease in share capital via cancellation of repurchased share	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the cancellation of some shares or categories of shares, based on a needs analysis and strategic opportunities. The cancellation of repurchased shares results in a share-capital reduction.This is a way of restoring assets to shareholders when liquidities are greater than investment needs. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 25

BOARD POLICY

Authorize filing of required documents or other formalities

✓	✓
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Proposer : Board

This is a formality. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Amgen Inc. (AMGN)	MEETING DATE 2022-05-17 ,
COUNTRY United States	RECORD DATE 2022-03-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 31162100

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717026	Genus Canglobe Equity fund - 160717026	7000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Wanda M. Austin	✓	✓
01.02	Elect Robert A. Bradway	✓	✗
01.03	Elect Brian J. Druker	✓	✓
01.04	Elect Robert A. Eckert	✓	✗
01.05	Elect Greg C. Garland	✓	✗
01.06	Elect Charles M. Holley, Jr.	✓	✗
01.07	Elect S. Omar Ishrak	✓	✗
01.08	Elect Tyler Jacks	✓	✗
01.09	Elect Ellen J. Kullman	✓	✗
01.10	Elect Amy Miles	✓	✗
01.11	Elect Ronald D. Sugar	✓	✗
01.12	Elect R. Sanders Williams	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Wanda M. Austin	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Robert A. Bradway	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He has been on the board for over 10 years. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Brian J. Druker	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Robert A. Eckert	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

		Vote recorded	
ITEM 01.05		BOARD	POLICY
Elect Greg C. Garland		<div>✓</div>	<div>✗</div>
Proposer : Board			

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

		Vote recorded	
ITEM 01.06		BOARD	POLICY
Elect Charles M. Holley, Jr.		<div>✓</div>	<div>✗</div>
Proposer : Board			

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect S. Omar Ishrak	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of Intel Corporation and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Tyler Jacks	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Ellen J. Kullman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this

reason. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Amy Miles			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect Ronald D. Sugar			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.12			BOARD	POLICY

Elect R. Sanders Williams



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

PROXY SUMMARY

ISSUER Consolidated Edison Inc. (ED)	MEETING DATE 2022-05-16 ,
COUNTRY United States	RECORD DATE 2022-03-21
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 209115104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	33900

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Timothy P. Cawley	✓	✗
01.02	Elect Ellen V. Futter	✓	✗
01.03	Elect John F. Killian	✓	✗
01.04	Elect Karol V. Mason	✓	✗
01.05	Elect John McAvoy	✓	✗
01.06	Elect Dwight A. McBride	✓	✓
01.07	Elect William J. Mulrow	✓	✓
01.08	Elect Armando J. Olivera	✓	✓
01.09	Elect Michael W. Ranger	✓	✗
01.10	Elect Linda S. Sanford	✓	✗
01.11	Elect Deirdre Stanley	✓	✗
01.12	Elect L. Frederick Sutherland	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Timothy P. Cawley	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Ellen V. Futter	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect John F. Killian	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Karol V. Mason	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect John McAvoy	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Dwight A. McBride	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect William J. Mulrow	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Armando J. Olivera	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Michael W. Ranger	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Linda S. Sanford	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Deirdre Stanley	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect L. Frederick Sutherland	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Progressive Corporation (The) (PGR)	MEETING DATE 2022-05-13 ,
COUNTRY United States	RECORD DATE 2022-03-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 743315103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	16400
160717026	Genus Canglobe Equity fund - 160717026	25000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Philip F. Bleser	✓	✗
01.02	Elect Stuart B. Burgdoerfer	✓	✗
01.03	Elect Pamela J. Craig	✓	✓
01.04	Elect Charles A. Davis	✓	✗
01.05	Elect Roger N. Farah	✓	✗
01.06	Elect Lawton W. Fitt	✓	✗
01.07	Elect Susan Patricia Griffith	✓	✗
01.08	Elect Devin C. Johnson	✓	✓
01.09	Elect Jeffrey D. Kelly	✓	✗
01.10	Elect Barbara R. Snyder	✓	✓
01.11	Elect Jan E. Tighe	✓	✓
01.12	Elect Kahina Van Dyke	✓	✓
02	Amendment to the 2017 Directors Equity Incentive Plan	✓	✗
03	Advisory Vote on Executive Compensation	✓	✗
04	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect Philip F. Bleser



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Stuart B. Burgdoerfer



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Pamela J. Craig



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Charles A. Davis



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Roger N. Farah



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Lawton W. Fitt



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She has been on the board for over 10 years. She is the Chairwoman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. This nominee, who is not independent, is also the Chairwoman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Susan Patricia Griffith	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Devin C. Johnson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Jeffrey D. Kelly	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Barbara R. Snyder	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Jan E. Tighe	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY
Elect Kahina Van Dyke	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

ITEM 02

Amendment to the 2017 Directors Equity Incentive Plan

BOARD



POLICY

Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. The policy is opposed to the use of share-option-based compensation plans for directors. Stock appreciation rights are akin to phantom stock. This type of grant does not align Management's interests those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

ITEM 03

Advisory Vote on Executive Compensation

BOARD



POLICY



Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

ITEM 04

Ratification of Auditor

BOARD



POLICY

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

PROXY SUMMARY

ISSUER Masco Corporation (MAS)	MEETING DATE 2022-05-12 ,
COUNTRY United States	RECORD DATE 2022-03-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 574599106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	16500
000442088	Genus Global Alpha fund	17100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Donald R. Parfet	✓	✗
01.02	Elect Lisa A. Payne	✓	✗
01.03	Elect Reginald M. Turner, Jr.	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Donald R. Parfet	✓	✗
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He is the Chairman of Kelly Services inc. and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Lisa A. Payne	✓	✗
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She has been on the board for over 10 years. This nominee, who is not independent, is also the Chairwoman, which goes against the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Reginald M. Turner, Jr.	✓	✓
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Power Corporation of Canada (POW)	MEETING DATE 2022-05-12 ,
COUNTRY Canada	RECORD DATE 2022-03-17
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 739239101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717016	Genus Fossil Free Dividend Equity Fund	44700

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Pierre Beaudoin	✓	II
01.02	Elect Marcel R. Coutu	✓	II
01.03	Elect André Desmarais	✓	II
01.04	Elect Paul Desmarais, Jr.	✓	II
01.05	Elect Gary A. Doer	✓	II
01.06	Elect Anthony R. Graham	✓	II
01.07	Elect Sharon MacLeod	✓	✓
01.08	Elect Paula B. Madoff	✓	✓
01.09	Elect Isabelle Marcoux	✓	II
01.10	Elect Christian Noyer	✓	II
01.11	Elect R. Jeffrey Orr	✓	II
01.12	Elect T. Timothy Ryan, Jr.	✓	II
01.13	Elect Siim A. Vanaselja	✓	II
01.14	Elect Elizabeth D Wilson	✓	✓
02	Appointment of Auditor	✓	II
03	Advisory Vote on Executive Compensation	✓	✗
04	Amendment to the Power Executive Stock Option Plan	✓	✗

05	Shareholder Proposal Regarding Report on Non-Management Employee Representation on the Board	✗	✓
06	Shareholder proposal requesting that the company publish, on an annual basis, a report on the representation of women in its managers from the first to the last echelon, immediately under the position of president.	✗	✓
07	Shareholder proposal requesting that the language of the corporation be French, including the language of business in Quebec, as well as the language at annual meetings. Its official status must be formally recorded, in writing, in the company's incorporation document.	✗	✗
08	Shareholder Proposal Regarding Majority Withhold Vote	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Pierre Beaudoin	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is the Chairman of Bombardier and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Marcel R. Coutu	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
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Elect André Desmarais



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee and the Nomination Committee. He holds more than 50% of voting shares and exercises effective control. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Paul Desmarais, Jr.



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee and the Nomination Committee. He holds more than 50% of voting shares and exercises effective control. This nominee, who is not independent, is also Chairman, which goes against policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Gary A. Doer



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

BOARD POLICY

11

BOARD POLICY

BOARD POLICY

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Isabelle Marcoux		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Christian Noyer		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect R. Jeffrey Orr		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. He has been on

the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.12			BOARD	POLICY
Elect T. Timothy Ryan, Jr.				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.13			BOARD	POLICY
Elect Siim A. Vanaselja				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is the Chairman of TC Energy and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.14			BOARD	POLICY
Elect Elizabeth D Wilson				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor				
Proposer : Board				

More than 25% of the fees paid to the firm were for services other than financial auditing. In the absence of the option against, an abstention was recorded.			<hr/> Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation				
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.			<hr/> Vote recorded	
ITEM 04			BOARD	POLICY
Amendment to the Power Executive Stock Option Plan				
Proposer : Board				

A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. In the event of a change of control, the directors' employment contrat includes accelerated vesting of awards which goes against the policy. A vote against the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Shareholder Proposal Regarding Report on Non-Management Employee Representation on the Board

✗

✓

Proposer : MÉDAC

The proposal asks shareholders to vote on a report dealing with the possibility of including employee representatives on the board of directors. Although the selection of candidates for directorships is a complex task, and skill sets must be carefully considered to ensure a fit with the company's objectives and complementarity with other directors. Even though Power Corporation is a relatively small company, with less than 100 employees, it is a good idea to think about this issue. This type of governance, which includes employees on the board of directors, can be observed in several European countries. Some studies seem to show that including employee representatives allows companies to be better governed and to better weather crises. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Shareholder proposal requesting that the company publish, on an annual basis, a report on the representation of women in its managers from the first to the last echelon, immediately under the position of president.

✗

✓

Proposer : MÉDAC

Companies that do not respect the principle of employment equity are exposed to financial, legal, and reputational risks, as well as risks of disinvestment by responsible investors. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer many advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of group think and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. Thus, according to a report released by McKinsey & Company in May 2020, companies with the most diverse management teams are more likely than ever to perform better than their peers. This study indicates that companies in the top quartile for gender diversity are now 25% more likely to have above average profitability than those in the fourth quartile. Despite this, the progress of women in leadership positions remains very slow. According to another report released by McKinsey in March 2022, women remain significantly underrepresented at all levels of management in the Canadian companies surveyed by the firm. For example, if they made up 49% of employees at the first level in 2021, this proportion drops to 37% at the next level, that of manager. Much higher up the scale, only 30% of senior management positions were held by women. Let's emphasize that the situation is even worse for women of color. For several years, McKinsey studies have shown that the biggest obstacle faced by women is the first step towards the managerial position or the "broken echelon". It means that more women are stuck at the entry level and fewer are becoming managers. Therefore, there are much fewer women to move to higher levels. According to the lead author of the latest McKinsey study, Sandrine Devillard, "the world of work is downright hostile to them." In the case of Power, we note that the company is committed to an inclusive and diverse workplace, has a diversity policy on the board and senior management, and has set a goal that female representation on the board must reach at least 30% by 2025. It also publishes data on the representation of women on the board, among its leaders, and in management positions. These measures deserve to be highlighted, but they remain, all

in all, quite modest. For example, for the representation of women on the board, the adopted goal is far from parity. The published data is also insufficient and we consider that this disclosure could be further enhanced to better reflect the progression of women in the talent pipeline. Given the benefits of diversity, we believe it is in the interest of shareholders that Power provides additional quantitative data on the presence of women at all levels of its organisation. Comprehensive disclosure will allow investors to better assess the risks to which the company is exposed, assess the effectiveness of its efforts and the relevance of its actions and programs, and to measure its progress. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Shareholder proposal requesting that the language of the corporation be French, including the language of business in Quebec, as well as the language at annual meetings. Its official status must be formally recorded, in writing, in the company's incorporation document.	✗	✗
Proposer : MÉDAC		

Based on the principle that French is Quebec's official language, that "the language of a people is its most essential fundamental characteristic, an existential characteristic" and that the company's head office is in Quebec, the proponent asks that Power Corporation of Canada formally make it its language, including at its annual meetings. It considers this to be "a collective issue of equity, justice and dignity. A national issue." The Board of Directors, which opposes the proposal, emphasizes that the company "is subject to and complies with the Charter of the French language and other language laws and regulations applicable in Quebec" and that it is committed to "ensuring our stakeholders, including our employees, suppliers and shareholders can work and communicate with us in French." In addition, it recalls that the annual meetings are held in French and English, with a simultaneous interpretation service for both languages, and that all documents of the meeting are available in French. Therefore, he does not see the point in adopting the proposal. While the issue of French language remains a major issue in Quebec, as it is the language of identity for a majority of Quebecers, and while there are financial, legal and reputational risks, and even risk of boycotts, for companies that do not respect French language laws or show contempt for the French language, we are not convinced, in this case, of the need to support the proposal. Power has already taken measures to ensure that the French language is respected in its activities in Quebec, including at its shareholders' meetings, and it ensures that its employees in Quebec can work in French. Furthermore, the proponent has not demonstrated that the proposal is in the best interests of the shareholders or that the company is at fault in relation to this issue. For these reasons, we recommend voting against the proposal. A vote against the proposal was recorded.

Vote recorded		
ITEM 08	BOARD	POLICY
Shareholder Proposal Regarding Majority Withhold Vote	✗	✓
Proposer : MÉDAC		

The policy advocates abstaining from voting for any candidate whose potential conflict of interest is too significant, especially when members of upper management sit on boards of directors that are interrelated via their compensation committees. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER ONEX Corporation (OCX)	MEETING DATE 2022-05-12 ,
COUNTRY Canada	RECORD DATE 2022-03-21
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 68272K103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	5900

ITEM	PROPOSAL	BOARD	POLICY
01	Appointment of Auditor	✓	✗
02	Authority to Set Auditor's Fees	✓	✗
03.01	Elect Mitchell Goldhar	✓	✗
03.02	Elect Arianna Huffington	✓	✓
03.03	Elect Sarabjit S. Marwah	✓	✓
03.04	Elect Beth A. Wilkinson	✓	✓
04	Advisory Vote on Executive Compensation	✓	✗
05	A shareholder proposal requesting that the board of directors disclose to shareholders the extent to which the company's policies and practices regarding relations with Indigenous communities, recruitment and advancement of Indigenous employees, internal training on Indigenous reconciliation, and procurement from Indigenous-owned businesses have been certified or compare to standards developed by qualified Indigenous organizations.	✗	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Appointment of Auditor	✓	✗
Proposer : Board		

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Authority to Set Auditor's Fees	✓	✗

Proposer : Board

It is the Board's responsibility to establish the auditors' fees. More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 03.01		BOARD	POLICY
Elect Mitchell Goldhar		✓	✗

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of Smart Real Estate Investment Trust and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 03.02		BOARD	POLICY
Elect Arianna Huffington		✓	✓

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.03		BOARD	POLICY
Elect Sarabjit S. Marwah		✓	✓

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 03.04	BOARD	POLICY
Elect Beth A. Wilkinson	✓	✓

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. Compensation is not based on company performance. A vote against the proposal was recorded.

Vote recorded

ITEM 05	BOARD	POLICY
A shareholder proposal requesting that the board of directors disclose to shareholders the extent to which the company's policies and practices regarding		

relations with Indigenous communities, recruitment and advancement of Indigenous employees, internal training on Indigenous reconciliation, and procurement from Indigenous-owned businesses have been certified or compare to standards developed by qualified Indigenous organizations.



Proposer : Board

The proposal addresses equity and the rights of Indigenous peoples. Lets first recall that companies that do not respect the principle of employment equity are exposed to financial, legal and reputational risks, as well as risks of disinvestment by responsible investors. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer many advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of group think and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. Finally, we should note that the proposal echoes several elements of the Call to Action No. 92 of the Truth and Reconciliation Commission, which reminds corporations that they have a critical role to play in reconciliation with Indigenous peoples. In this regard, it is worth noting that, according to a study by the Reconciliation and Responsible Investment Initiative (RRII), more and more public companies are referring to Indigenous peoples in their diversity policies in their jurisdictions, openly prioritizing Indigenous employment, partnering with Indigenous agencies or organizations to increase hiring, and disclosing formal commitments to uphold Indigenous rights. This allows them, in particular, to mitigate regulatory and reputational risks related to the issue of Indigenous rights. In addition, there are solutions to allowing companies to demonstrate that their programs meet the standards developed by qualified Indigenous organizations, such as the Progressive Aboriginal Relations (PAR) program of the Canadian Council for Aboriginal Business, which provides independent certification to companies. . This is an established best practice in the Canadian financial sector, with several companies having already received certification under the PAR program. In the case of Onex, we can see that its efforts have been focused on sexual diversity in recent years. Onex also intends to support programs and policies to increase diversity more broadly, but has not yet determined whether it is "appropriate or reasonable to prioritize one or more minority, under-represented or disadvantaged groups over others". It is within this framework that Indigenous peoples and relations with Indigenous communities will be considered, which does not appear to be a firm commitment to Indigenous people and the reconciliation process. In addition, Onex provides little information about its diversity initiatives and does not appear to discuss its policies or practices with respect to employees, businesses or Indigenous communities outside of its circular. We therefore believe that it is in the interests of shareholders to support the proposal. This would send a message to management about the importance of this issue and the publication of the requested report would provide a better understanding of how Onex integrates practices aimed at increasing diversity in its activities and how it engages with Indigenous communities. This information will also make it possible to better assess the risks to which the company is exposed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Manulife Financial Corporation (MFC)	MEETING DATE 2022-05-12 ,
COUNTRY Canada	RECORD DATE 2022-03-16
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 56501R106/56501R601

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Nicole S Arnaboldi	✓	II
01.02	Elect Guy L.T. Bainbridge	✓	II
01.03	Elect Joseph P. Caron	✓	II
01.04	Elect John Cassaday	✓	II
01.05	Elect Susan F. Dabarno	✓	✓
01.06	Elect Julie E. Dickson	✓	✓
01.07	Elect Roy Gori	✓	II
01.08	Elect Tsun-yan Hsieh	✓	II
01.09	Elect Vanessa Kanu	✓	II
01.10	Elect Donald R. Lindsay	✓	II
01.11	Elect C. James Prieur	✓	✓
01.12	Elect Andrea S. Rosen	✓	II
01.13	Elect May TAN Siew Boi	✓	✓
01.14	Elect Leigh E Turner	✓	II
02	Appointment of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Nicole S Arnaboldi		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.


Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Guy L.T. Bainbridge		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Joseph P. Caron		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect John Cassaday		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Susan F. Dabarno		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Julie E. Dickson		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD		POLICY	
Elect Roy Gori				

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD		POLICY	
Elect Tsun-yan Hsieh				

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD		POLICY	
Elect Vanessa Kanu				

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Donald R. Lindsay		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. He is CEO of Teck Resources Limited and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect C. James Prieur		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY

Elect Andrea S. Rosen



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.13

BOARD

POLICY

Elect May TAN Siew Boi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.14

BOARD

POLICY

Elect Leagh E Turner



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is CEO of Ceridian HCM Holdings inc. and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Appointment of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Canadian Tire Corporation Ltd (CTC)	MEETING DATE 2022-05-12 ,
COUNTRY Canada	RECORD DATE 2022-03-24
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 136681202

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717031	Genus Pooled Funds - 160717031	36200

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Norman Jaskolka	✓	
01.02	Elect Nadir Patel	✓	✓
01.03	Elect Cynthia Trudell	✓	

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Norman Jaskolka	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Nadir Patel	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
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Elect Cynthia Trudell



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. This nominee sits on a Compensation Committee that approved a compensation plan that goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Parex Resources Inc. (PXT)	MEETING DATE 2022-05-12 ,
COUNTRY Canada	RECORD DATE 2022-03-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 69946Q104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	18100

ITEM	PROPOSAL	BOARD	POLICY
01	Board Size	✓	✗
02.01	Elect Lisa Colnett	✓	✓
02.02	Elect Sigmund L. Cornelius	✓	
02.03	Elect Robert Engbloom	✓	
02.04	Elect Wayne K. Foo	✓	
02.05	Elect Bob (G.R.) MacDougall	✓	
02.06	Elect Glenn A. McNamara	✓	✓
02.07	Elect Imad Mohsen	✓	
02.08	Elect Carmen Sylvain	✓	
02.09	Elect Paul Wright	✓	
03	Appointment of Auditor and Authority to Set Fees	✓	
04	Advisory Vote On Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Board Size	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02.01			BOARD	POLICY
Elect Lisa Colnett			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.02			BOARD	POLICY
Elect Sigmund L. Cornelius			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.03			BOARD	POLICY
Elect Robert Engbloom			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women.

Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.04			BOARD	POLICY
Elect Wayne K. Foo				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.05			BOARD	POLICY
Elect Bob (G.R.) MacDougall				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.06			BOARD	POLICY
Elect Glenn A. McNamara				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.07			BOARD	POLICY
Elect Imad Mohsen				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.08			BOARD	POLICY
Elect Carmen Sylvain				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.09			BOARD	POLICY
Elect Paul Wright				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees				
Proposer : Board				

More than 25% of the fees paid to the firm were for services other than financial auditing. In the absence of the option against, an abstention was recorded.			<hr/> Vote recorded	
ITEM 04			BOARD	POLICY
Advisory Vote On Executive Compensation				
Proposer : Board				

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.			<hr/> Vote recorded	
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PROXY SUMMARY

ISSUER Quebecor Inc. (QBR/QBR.A)	MEETING DATE 2022-05-12 ,
COUNTRY Canada	RECORD DATE 2022-03-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 748193208

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Chantal Bélanger	✓	✓
01.02	Elect Lise Croteau	✓	✓
02	Appointment of EY as Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Report on Non-Management Employee Representation on the Board	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Chantal Bélanger	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Lise Croteau	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. We note that the Nomination Committee and the Compensation Committee

are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of EY as Auditor and Authority to Set Fees			<div>✓</div>	<div>✓</div>

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			<div>✓</div>	<div>✗</div>

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The executives' incentive pay is based on their performance over only one year. This encourages executives to focus on short-term results, to the potential detriment of the company's long-term performance. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Shareholder Proposal Regarding Report on Non-Management Employee Representation on the Board			<div>✗</div>	<div>✓</div>

Proposer : MÉDAC

Proponents state that employee representation on the board of directors would be particularly useful for more informed decision-making on issues critical to the company's success. It should be noted that forms of employee participation in the management of private companies are already present in Austria, Denmark, Finland, France, Germany, Hungary, Luxembourg, the Netherlands, Norway, Poland, Slovakia, Slovenia, and Sweden. While there is no single model for employee representation, employees may be appointed by unions in some cases, directly by employees, in other cases, or by other employee committees. Employees and

management can engage in win-win relationships, especially in times of economic difficulties. Recent study of nonfinancial public companies in Denmark, Sweden and Norway during the 2008 financial crisis found that those with salaried directors were able to more easily negotiate ways to reduce their labor costs to avoid layoffs, thanks to the ability of employed administrators to reduce the information asymmetry and moral hazard in employee-employer contracting (<http://bit.ly/2WuLW2I>). The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Nucor Corporation (NUE)	MEETING DATE 2022-05-12 ,
COUNTRY United States	RECORD DATE 2022-03-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 670346105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	7200

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Norma B. Clayton	✓	
01.02	Elect Patrick J. Dempsey	✓	
01.03	Elect Christopher J. Kearney	✓	
01.04	Elect Laurette T. Koellner	✓	
01.05	Elect Joseph D. Rupp	✓	
01.06	Elect Leon J. Topalian	✓	
01.07	Elect John H. Walker	✓	
01.08	Elect Nadja Y. West	✓	
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Norma B. Clayton	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Patrick J. Dempsey		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is CEO of Barnes Good Inc and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Christopher J. Kearney		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Laurette T. Koellner		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Joseph D. Rupp		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Leon J. Topalian		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect John H. Walker		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Nadja Y. West	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Verizon Communications Inc. (VZ)	MEETING DATE 2022-05-12 ,
COUNTRY United States	RECORD DATE 2022-03-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 92343V104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	53800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Shellye L. Archambeau	✓	✗
01.02	Elect Roxanne S. Austin	✓	✓
01.03	Elect Mark T. Bertolini	✓	✓
01.04	Elect Melanie L. Healey	✓	✗
01.05	Elect Laxman Narasimhan	✓	✗
01.06	Elect Clarence Otis, Jr.	✓	✗
01.07	Elect Daniel H. Schulman	✓	✗
01.08	Elect Rodney E. Slater	✓	✗
01.09	Elect Carol B. Tomé	✓	✓
01.10	Elect Hans E. Vestberg	✓	✗
01.11	Elect Gregory G. Weaver	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor: Ernst and Young	✓	✓
04	Shareholder Proposal Regarding Charitable Contributions Disclosure	✗	✗
05	Shareholder Proposal Regarding Amendment to Clawback Policy	✗	✓
06	Shareholder Proposal Regarding Severance Approval Policy	✗	✓
07	Shareholder proposal requiring that the Company report on its corporate operations involvement with China	✗	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Shellye L. Archambeau	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nomination committee that maintains a Chair/CEO. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Roxanne S. Austin	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Mark T. Bertolini	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Melanie L. Healey	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. She is a member of the nomination committee that maintains a Chair/CEO. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Laxman Narasimhan	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nomination committee that maintains a Chair/CEO. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Clarence Otis, Jr.	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Daniel H. Schulman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of PayPal and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Rodney E. Slater	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nomination committee that maintains a Chair/CEO. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Carol B. Tomé	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Hans E. Vestberg	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Gregory G. Weaver	✓	✓
Proposer : Board		







The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 03		BOARD	POLICY
Ratification of Auditor: Ernst and Young			
Proposer : Board			
More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.		Vote recorded	
ITEM 04		BOARD	POLICY
Shareholder Proposal Regarding Charitable Contributions Disclosure			
Proposer : National Legal and Policy Center			
Publishing a report on charitable contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, these contributions can create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. However, the National Legal and Policy Center is a research and education organization promoting ethics in the public sphere. Nevertheless, the organization's goal is to reduce the size of government and uses questionable techniques to do so. We cannot support this proposal, even if at first glance it seems to be in line with best practices, since it would be an endorsement of the American think tank. A vote against the proposal was recorded.		Vote recorded	
ITEM 05		BOARD	POLICY
Shareholder Proposal Regarding Amendment to Clawback Policy			
Proposer : Thomas M. Steed			
The proponent requests that the policy be applied in cases of officer misconduct, whether conscious or not. As it stands, the definition is too broad and could lead to the Board not implementing this policy. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.		Vote recorded	
ITEM 06		BOARD	POLICY

Shareholder Proposal Regarding Severance Approval Policy



Proposer : The Association of BellTel Retirees Inc.

It is in the shareholders' interest to approve the amounts of the termination allowances that are beyond common practice in the event of an acquisition or merger that results in a change of control. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

Shareholder proposal requiring that the Company report on its corporate operations involvement with China



Proposer : Steven Milloy

The proponent's argument is essentially based on the fact that China is a Communist state. He criticizes that country for violating human rights and for trying to supplant the United States as a global superpower. He added that U.S.-China relations are strained on a number of issues, such as environmental pollution, and that it would use its industrial power against its opponents. The proponent does not explain how the company is at fault, demonstrate that it has mismanaged the issues associated with operating in a country at risk for human rights abuses, or request additional information about its human rights due diligence process or its management of human rights, labour rights and environmental risks within its operations and supply chain. In addition, we should note that the proponent has run a website that attacks the corporate social responsibility movement and is a very active climate skeptic in the United States. He denounced "climate alarmism" during the 2000s, he advocates greater use of coal to generate electricity, and he published an opinion piece in November 2020 to suggest a way to prevent the United States to return to the Paris Agreement, following the election of Joe Biden to the White House (<https://on.wsj.com/3nvxwid>). In these circumstances, it is reasonable to doubt his real intentions. The intended goal does not seem to be to protect companies from human rights risks, but rather to harm or thwart their efforts in this area. Verizon is already dealing with its presence in China through its risk management program. While it may be relevant for the company to publish more information on human rights risks within its business and supply chain, we do not consider that the information requested by the proponent would provide an additional benefit to shareholders. Therefore, we do not believe that shareholders should support this proposal. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Summit Industrial Income REIT (TSE: SMU.UN)	MEETING DATE 2022-05-11 ,
COUNTRY Canada	RECORD DATE 2022-03-15
MEETING LOCATION	
MEETING TYPE Mix	SECURITIES 866120116

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717016	Genus Fossil Free Dividend Equity Fund	64500
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	97400

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Paul Dykeman	✓	✗
01.02	Elect Louis J. Maroun	✓	✗
01.03	Elect Larry Morassutti	✓	✗
01.04	Elect Anne McLellan	✓	✗
01.05	Elect Jo-Ann Lempert	✓	✗
02	Appointment of Auditor and Authority to Set Fees	✓	✗
03	Amendment to the Deferred Share Unit Plan	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Paul Dykeman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

		Vote recorded
ITEM 01.02	BOARD	POLICY
Elect Louis J. Maroun	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Larry Morassutti	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Anne McLellan	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY

Elect Jo-Ann Lempert



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Appointment of Auditor and Authority to Set Fees



Proposer : Board

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Amendment to the Deferred Share Unit Plan



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Intact Financial Corporation (IFC)	MEETING DATE 2022-05-11 ,
COUNTRY Canada	RECORD DATE 2022-03-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 45823T106

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Charles J.G. Brindamour	✓	✓
01.02	Elect Emmanuel Clarke	✓	✓
01.03	Elect Janet De Silva	✓	✓
01.04	Elect Stephani Kingsmill	✓	✓
01.05	Elect Jane E. Kinney	✓	✓
01.06	Elect Robert G. Leary	✓	✓
01.07	Elect Sylvie Paquette	✓	✓
01.08	Elect Stuart J. Russell	✓	✓
01.09	Elect Indira V. Samarasekera	✓	✓
01.10	Elect Frederick Singer	✓	✓
01.11	Elect Carolyn A. Wilkins	✓	✓
01.12	Elect William L. Young	✓	✓
02	Appointment of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Charles J.G. Brindamour	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Emmanuel Clarke	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Janet De Silva	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Stephani Kingsmill	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Jane E. Kinney	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Robert G. Leary	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Sylvie Paquette	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Stuart J. Russell			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Indira V. Samarasekera			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Frederick Singer			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect Carolyn A. Wilkins			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.12			BOARD	POLICY
Elect William L. Young			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor			<div>✓</div>	<div>✓</div>
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. The CEO was paid more than 200 times the average pay of Canadians. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Interfor Corporation (TSE:IFP)	MEETING DATE 2022-05-11 ,
COUNTRY Canada	RECORD DATE 2022-03-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 45868C109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	23400
160717027	Genus Fossil Free Canglobe Equity Fund	50800
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	57800

ITEM	PROPOSAL	BOARD	POLICY
01	Board Size	✓	✗
02.01	Elect Ian M. Fillinger	✓	
02.02	Elect Christopher Griffin	✓	
02.03	Elect Jeane Hull	✓	✓
02.04	Elect Rhonda D. Hunter	✓	
02.05	Elect J. Eddie McMillan	✓	
02.06	Elect Thomas V. Milroy	✓	✓
02.07	Elect Gillian L. Platt	✓	✓
02.08	Elect Lawrence Sauder	✓	
02.09	Elect Curtis M. Stevens	✓	✓
02.10	Elect Douglas W.G. Whitehead	✓	
03	Appointment of Auditor and Authority to Set Fees	✓	✓
04	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Board Size	✓	✗

Proposer : Board

The proposed size, which is within the range of 5 to 17 board members stipulated in the policy, will allow the board to be effective. This proposal asks that the number of directors be fixed, while the two thirds of the board is not made up of independent directors. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02.01			BOARD	POLICY
Elect Ian M. Fillinger			<div>✓</div>	<div> </div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.02			BOARD	POLICY
Elect Christopher Griffin			<div>✓</div>	<div> </div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.03			BOARD	POLICY
Elect Jeane Hull			<div>✓</div>	<div>✓</div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.04	BOARD	POLICY
Elect Rhonda D. Hunter		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.05	BOARD	POLICY
Elect J. Eddie McMillan		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.06	BOARD	POLICY
Elect Thomas V. Milroy		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.07			BOARD	POLICY
Elect Gillian L. Platt			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.08			BOARD	POLICY
Elect Lawrence Sauder			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.09			BOARD	POLICY
Elect Curtis M. Stevens			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.10	BOARD	POLICY
Elect Douglas W.G. Whitehead	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Compensation includes a share-option plan that does not meet all of the policy criteria. The annual dilution rate is greater than 2%. The proposal is not consistent with the policy. A vote against the proposal was recorded.

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PROXY SUMMARY

ISSUER Vermilion Energy Inc. (VET)	MEETING DATE 2022-05-11 ,
COUNTRY Canada	RECORD DATE 2022-03-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 923725105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	32100
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	112300

ITEM	PROPOSAL	BOARD	POLICY
01	Board Size	✓	✓
02.01	Elect Lorenzo Donadeo	✓	✓
02.02	Elect James J. Kleckner	✓	✓
02.03	Elect Carin S. Knickel	✓	✓
02.04	Elect Stephen P. Larke	✓	✓
02.05	Elect Timothy R. Marchant	✓	⏸
02.06	Elect Robert B. Michaleski	✓	✓
02.07	Elect William B. Roby	✓	✓
02.08	Elect Manjit K. Sharma	✓	✓
02.09	Elect Judy A. Steele	✓	✓
03	Ratification of Auditor	✓	✓
04	Advisory Vote on Executive Compensation	✓	✓
05	Approval of the Omnibus Incentive Plan	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Board Size	✓	✓

Proposer : Board

The proposed size, which is within the range of 5 to 17 board members stipulated in the policy, will allow the board to be effective. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 02.01	BOARD	POLICY
Elect Lorenzo Donadeo	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.02	BOARD	POLICY
Elect James J. Kleckner	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.03	BOARD	POLICY
Elect Carin S. Knickel	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the

candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.04			BOARD	POLICY
Elect Stephen P. Larke				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.05			BOARD	POLICY
Elect Timothy R. Marchant				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.06			BOARD	POLICY
Elect Robert B. Michaleski				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour

of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.07			BOARD	POLICY
Elect William B. Roby			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.08			BOARD	POLICY
Elect Manjit K. Sharma			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.09			BOARD	POLICY
Elect Judy A. Steele			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✓
Proposer : Board				

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Approval of the Omnibus Incentive Plan			✓	✗
Proposer : Board				

The share plan is part of a global share-based compensation plan, which opposes the policy. A vote against the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Juniper Networks Inc. (JNPR)	MEETING DATE 2022-05-11 ,
COUNTRY United States	RECORD DATE 2022-03-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 48203R104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	271800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Gary J. Daichendt	✓	✓
01.02	Elect Anne DelSanto	✓	✗
01.03	Elect Kevin A. DeNuccio	✓	✓
01.04	Elect James Dolce	✓	✓
01.05	Elect Christine M. Gorjanc	✓	✓
01.06	Elect Janet B. Haugen	✓	✓
01.07	Elect Scott Kriens	✓	✗
01.08	Elect Rahul Merchant	✓	✓
01.09	Elect Rami Rahim	✓	✓
01.10	Elect William Stensrud	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Amendment to the 2015 Equity Incentive Plan	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Gary J. Daichendt	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Anne DelSanto	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Kevin A. DeNuccio	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect James Dolce	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Christine M. Gorjanc			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Janet B. Haugen			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Scott Kriens			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Rahul Merchant			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Rami Rahim			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect William Stensrud			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Amendment to the 2015 Equity Incentive Plan	✓	✗
Proposer : Board		

The proposed share-based compensation plan does not meet all of the policy criteria. Stock appreciation rights are akin to phantom stock. This type of grant does not align Management's interests those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

[Vote recorded](#)

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PROXY SUMMARY

ISSUER Stantec Inc. (STN)	MEETING DATE 2022-05-11 ,
COUNTRY Canada	RECORD DATE 2022-03-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 85472N109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	33600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Douglas K. Ammerman	✓	II
01.02	Elect Martin A. à Porta	✓	II
01.03	Elect Richard C. Bradeen	✓	II
01.04	Elect Shelley Brown	✓	✓
01.05	Elect Patricia Galloway	✓	II
01.06	Elect Robert J. Gomes	✓	✓
01.07	Elect Gordon A. Johnston	✓	✓
01.08	Elect Donald J. Lowry	✓	✓
01.09	Elect Marie-Lucie Morin	✓	II
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Douglas K. Ammerman	✓	II
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Martin A. à Porta				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Richard C. Bradeen				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Shelley Brown				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Patricia Galloway			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Robert J. Gomes			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Gordon A. Johnston			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Donald J. Lowry				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Marie-Lucie Morin				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees				
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✓
Proposer : Board			<hr/>	

A complete analysis of the compensation plan shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Tractor Supply Company (TSCO)	MEETING DATE 2022-05-11 ,
COUNTRY United States	RECORD DATE 2022-03-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 892356106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717026	Genus Canglobe Equity fund - 160717026	8000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Cynthia T. Jamison	✓	✗
01.02	Elect Joy Brown	✓	✓
01.03	Elect Ricardo Cardenas	✓	✗
01.04	Elect Denise L. Jackson	✓	✗
01.05	Elect Thomas A. Kingsbury	✓	✗
01.06	Elect Ramkumar Krishnan	✓	✓
01.07	Elect Harry A. Lawton III	✓	✓
01.08	Elect Edna K. Morris	✓	✗
01.09	Elect Mark J. Weikel	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Report on Workforce Practices and Financial Returns	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Cynthia T. Jamison	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She has been on the board for over 10 years. This nominee, who is not independent, is also the Chairwoman, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Joy Brown			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Ricardo Cardenas			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Denise L. Jackson			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Thomas A. Kingsbury	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Ramkumar Krishnan	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Harry A. Lawton III	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Edna K. Morris	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Mark J. Weikel	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Shareholder Proposal Regarding Report on Workforce Practices and Financial Returns



Proposer : Board

A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Finning International Inc. (FTT)	MEETING DATE 2022-05-10 ,
COUNTRY Canada	RECORD DATE 2022-03-16
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 318071404

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	28600
160717027	Genus Fossil Free Canglobe Equity Fund	62000
160717016	Genus Fossil Free Dividend Equity Fund	107400

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Vicki L. Avril-Groves	✓	✓
01.02	Elect James E.C. Carter	✓	⏸
01.03	Elect Jacynthe Côté	✓	✓
01.04	Elect Nicholas Hartery	✓	✓
01.05	Elect Mary Lou Kelley	✓	✓
01.06	Elect Andrés J. Kuhlmann	✓	✓
01.07	Elect Harold N. Kvisle	✓	⏸
01.08	Elect Stuart L. Levenick	✓	✓
01.09	Elect Christopher W. Patterson	✓	⏸
01.10	Elect Ted Seraphim	✓	✓
01.11	Elect Manjit Sharma	✓	✓
01.12	Elect L. Scott Thomson	✓	✓
01.13	Elect Nancy G. Tower	✓	✓
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect Vicki L. Avril-Groves



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect James E.C. Carter



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Jacynthe Côté



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Nicholas Hartery



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Mary Lou Kelley	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Andrés J. Kuhlmann	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect Harold N. Kvisle	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Stuart L. Levenick	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Christopher W. Patterson	✓	⏸

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Ted Seraphim	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Manjit Sharma	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect L. Scott Thomson	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect Nancy G. Tower	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✓
Proposer : Board		

A complete analysis of the compensation plan shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
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PROXY SUMMARY

ISSUER Cameco Corporation (CCO)	MEETING DATE 2022-05-10 ,
COUNTRY Canada	RECORD DATE 2022-03-11
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 13321L108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	34900

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Leontine van Leeuwen-Atkins	✓	✓
01.02	Elect Ian D. Bruce	✓	
01.03	Elect Daniel Camus	✓	
01.04	Elect Donald H.F. Deranger	✓	
01.05	Elect Catherine A. Gignac	✓	✓
01.06	Elect Timothy S. Gitzel	✓	
01.07	Elect Jim Gowans	✓	
01.08	Elect Kathryn Jackson	✓	✓
01.09	Elect Donald B. Kayne	✓	
02	Appointment of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓
04	Declaration of Canadian Residency Status	⊘	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Leontine van Leeuwen-Atkins	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Ian D. Bruce			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Daniel Camus			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Donald H.F. Deranger			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Catherine A. Gignac			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Timothy S. Gitzel			✓	
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Jim Gowans			✓	
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Kathryn Jackson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Donald B. Kayne	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Canfor and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Appointment of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation				
Proposer : Board				

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Declaration of Canadian Residency Status				
Proposer : Board				

The company does not provide enough information to allow an assessment of the impact of the amendment on shareholder rights and interests. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Superior Plus Corporation (SPB)	MEETING DATE 2022-05-10 ,
COUNTRY Canada	RECORD DATE 2022-03-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 86828P103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	47800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Catherine M. Best	✓	II
01.02	Elect Eugene V.N. Bissell	✓	✓
01.03	Elect Richard C. Bradeen	✓	✓
01.04	Elect Luc Desjardins	✓	II
01.05	Elect Patrick E. Gottschalk	✓	✓
01.06	Elect Douglas Harrison	✓	✓
01.07	Elect Mary Jordan	✓	II
01.08	Elect Angelo R. Rufino	✓	II
01.09	Elect David P. Smith	✓	II
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Catherine M. Best	✓	II
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. She has been

on the board for over 10 years. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Eugene V.N. Bissell			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Richard C. Bradeen			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Luc Desjardins			✓	
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of

the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Patrick E. Gottschalk			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Douglas Harrison			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Mary Jordan			✓	
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors

with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Angelo R. Rufino				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has other significant types of economic relationships with a principal shareholder. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect David P. Smith				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees				
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER National Instruments Corporation (NASDAQ:NATI)	MEETING DATE 2022-05-10 ,
COUNTRY United States	RECORD DATE 2022-03-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 636518102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	56800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect James E. Cashman III	✓	✗
01.02	Elect Liam K. Griffin	✓	✗
01.03	Elect Eric H. Starkloff	✓	✗
02	Amendment to the 1994 Employee Stock Purchase Plan	✓	✓
03	Approval of the 2022 Equity Incentive Plan	✓	✗
04	Advisory Vote on Executive Compensation	✓	✓
05	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect James E. Cashman III	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

		Vote recorded
ITEM 01.02	BOARD	POLICY
Elect Liam K. Griffin	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Skyworks Solutions and sits on the Compensation Committee, which goes against the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

		Vote recorded	
ITEM 01.03		BOARD	POLICY
Elect Eric H. Starkloff		<div>✓</div>	<div>✗</div>
Proposer : Board			

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

		Vote recorded	
ITEM 02		BOARD	POLICY
Amendment to the 1994 Employee Stock Purchase Plan		<div>✓</div>	<div>✓</div>
Proposer : Board			

The proposed savings plan meets all of the policy criteria. This plan's share-dilution rate is less than or equal to 20%. A vote in favour of the proposal was recorded.

		Vote recorded	
ITEM 03		BOARD	POLICY
Approval of the 2022 Equity Incentive Plan		<div>✓</div>	<div>✗</div>
Proposer : Board			

The proposed share-based compensation plan does not meet all of the policy criteria. The plan makes provisions for share grants to company consultants, suppliers, or contractual employees. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✓
Proposer : Board				

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER ConocoPhillips (COP)	MEETING DATE 2022-05-10 ,
COUNTRY United States	RECORD DATE 2022-03-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 20825C104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717026	Genus Canglobe Equity fund - 160717026	18900
000442088	Genus Global Alpha fund	23300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect C. Maury Devine	✓	✗
01.02	Elect Jody L. Freeman	✓	✗
01.03	Elect Gay Huey Evans	✓	✓
01.04	Elect Jeffrey A. Joerres	✓	✗
01.05	Elect Ryan M. Lance	✓	✗
01.06	Elect Timothy A. Leach	✓	✓
01.07	Elect William H. McRaven	✓	✓
01.08	Elect Sharmila Mulligan	✓	✓
01.09	Elect Eric D. Mullins	✓	✓
01.10	Elect Arjun N. Murti	✓	✓
01.11	Elect Robert A. Niblock	✓	✗
01.12	Elect David T. Seaton	✓	✗
01.13	Elect R. A. Walker	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Elimination of Supermajority Requirement	✓	✓
05	Advisory Vote on Right to Call Special Meeting (20% threshold)	✓	✓

06	Shareholder Proposal Regarding Right to Call Special Meetings (10% threshold)	✗	✓
07	Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement	✗	✓
08	Shareholder Proposal Regarding Lobbying Activities and Values Congruency	✗	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect C. Maury Devine	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Jody L. Freeman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
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Elect Gay Huey Evans



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Jeffrey A. Joerres



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Ryan M. Lance



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Timothy A. Leach		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect William H. McRaven		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Sharmila Mulligan		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
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Elect Eric D. Mullins



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Arjun N. Murti



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Robert A. Niblock



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect David T. Seaton	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect R. A. Walker	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
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Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Elimination of Supermajority Requirement



Proposer : Board

This proposal asks that the level of votes required to adopt a proposal be decreased to a simple majority, which is reasonable and in the shareholders' interest. The two-thirds majority is not required for decisions other than those concerning a public purchase offer or company reorganization. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Advisory Vote on Right to Call Special Meeting (20% threshold)



Proposer : Board

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 20% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Shareholder Proposal Regarding Right to Call Special Meetings (10% threshold)



[Proposer : Kenneth Steiner](#)

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

[Vote recorded](#)

ITEM 07

BOARD POLICY

Shareholder Proposal Regarding Report on GHG Targets and Alignment with Paris Agreement

✗

✓

[Proposer : Follow This / Benta B.V.](#)

A vote in favour of the proposal was recorded.

[Vote recorded](#)

ITEM 08

BOARD POLICY

Shareholder Proposal Regarding Lobbying Activities and Values Congruency

✗

✗

[Proposer : National Legal and Policy Center](#)

The proponent is known for his conservative positions and for filing proposals that can be described as anti-ESG. We generally support disclosure of corporate lobbying expenditures. The proponent claims that the company's lobbying disclosures are not transparent enough. The company scored 90/100 in the CPA-Zicklin Index 2021, which places it in the good category. It is ranked 4th among energy companies. The index measures the transparency and accountability of political contributions among S&P 500 companies. The company's disclosures appear adequate. Given the nature of the proponent and his unclear motivations, a vote against the proposal is recommended. A vote against the proposal was recorded.

[Vote recorded](#)

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PROXY SUMMARY

ISSUER Waste Management Inc. (WMI)	MEETING DATE 2022-05-10 ,
COUNTRY United States	RECORD DATE 2022-03-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 94106L109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717026	Genus Canglobe Equity fund - 160717026	10500

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect James C. Fish, Jr.	✓	✓
01.02	Elect Andrés R. Gluski	✓	✗
01.03	Elect Victoria M. Holt	✓	✗
01.04	Elect Kathleen M. Mazzarella	✓	✗
01.05	Elect Sean E. Menke	✓	✗
01.06	Elect William B. Plummer	✓	✓
01.07	Elect John C. Pope	✓	✗
01.08	Elect Maryrose T. Sylvester	✓	✓
01.09	Elect Thomas H. Weidemeyer	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓
04	Shareholder proposal requesting that the Board of directors oversee an independent audit to analyze the negative impact of the company's policies and practices on the civil rights of its stakeholders and provide recommendations to improve this impact.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect James C. Fish, Jr.	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Andrés R. Gluski			✓	✗
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of The AES Corporation and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Victoria M. Holt			✓	✗
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Kathleen M. Mazzarella			✓	✗
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Sean E. Menke	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Sabre Corporation and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect William B. Plummer	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect John C. Pope	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Maryrose T. Sylvester	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Thomas H. Weidemeyer	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Shareholder proposal requesting that the Board of directors oversee an independent audit to analyze the negative impact of the company's policies and practices on the civil rights of its stakeholders and provide recommendations to improve this impact.



Proposer : Board

Events in recent years, including the assassination of George Floyd and protests in support of the Black Lives Matter movement, as well as the disproportionate impact of the COVID-19 pandemic on ethnic minority communities and the inauguration of a president who has made racial equity one of his priorities, have all contributed to bringing systemic racism, violence, and racial inequality, including in employment, to the attention of the media, the public, and policymakers. In doing so, they have brought diversity, inclusion and equity issues to the forefront in the United States. It is therefore in the best interests of shareholders for companies to identify and diligently address issues of inequality in their communities and workforces, especially since companies that do not comply with employment equity expose themselves to financial, legal, operational, reputational and divestment risks. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of groupthink and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. In the case of Waste Management, we note that the company publishes some data on diversity, including its EEO-1 report on the composition of its workforce, and that it discusses environmental justice in its sustainability report. It has also made commitments and launched initiatives to foster diversity, inclusion, and equity, including consulting with a major accounting firm to assess its ESG goals and progress against them and help set new targets, and developing an environmental justice mapping tool that will show all of its facilities on a map, which is expected to link to publicly available data from the U.S. Environmental Protection Agency (EPA), and which could provide information about its footprint and impact on the community. Translated with www.DeepL.com/Translator (free version) These actions and commitments deserve to be highlighted. However, even though the company is making efforts to

address racial inequities and has taken initiatives that partially meet the proponent's requests, we consider it is still in the shareholders' interest that it implements the proposal and provides more information. This would allow it to assess whether its policies and practices can have negative effects on communities of colour. All in all, it is a matter for the company to exercise due diligence in this area, to ensure that it does not unconsciously contribute to systemic racism and, where appropriate, to make the appropriate corrections. As a result, it could proactively identify and mitigate the risk of being associated with a racial equity controversy, which would expose the company to significant legal, financial, reputational, and even consumer boycott risks. The publication of the review report would also allow investors to better assess the risks to which it is exposed. Finally, a growing number of companies have begun or agreed to engage in this type of exercise (including Citigroup, State Street, BlackRock, Airbnb, and Starbucks), recognizing the importance and value of this tool, and shareholder proposals addressing this issue generally receive high approval rates, with the one submitted to Apple in 2022 receiving a majority of votes. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Killam Apartment REIT (TSE:KMP.UN)	MEETING DATE 2022-05-06 ,
COUNTRY Canada	RECORD DATE 2022-05-03
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 49410M102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	29400

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Philip D. Fraser	✓	
01.02	Elect Robert G. Kay	✓	
01.03	Elect Aldéa Landry	✓	
01.04	Elect James C. Lawley	✓	
01.05	Elect Karine L. MacIndoe	✓	✓
01.06	Elect Laurie M. MacKeigan	✓	✓
01.07	Elect A. Douglas McGregor	✓	
01.08	Elect Robert G. Richardson	✓	
01.09	Elect Manfred J. Walt	✓	
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Philip D. Fraser	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Robert G. Kay		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Aldéa Landry		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect James C. Lawley		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board

for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Karine L. MacIndoe	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Laurie M. MacKeigan	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect A. Douglas McGregor	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating

committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Robert G. Richardson			<div>✓</div>	<div> </div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. There is no reason to oppose this nominee's election. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Manfred J. Walt			<div>✓</div>	<div> </div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees			<div>✓</div>	<div>✓</div>

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER ARC Resources Ltd (ARX)	MEETING DATE 2022-05-06 ,
COUNTRY Canada	RECORD DATE 2022-03-17
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 00208D408

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	101000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Harold N. Kvisle	✓	✗
01.02	Elect Marty Proctor	✓	✗
01.03	Elect Farhad Ahrabi	✓	✓
01.04	Elect Carol T. Banducci	✓	✓
01.05	Elect David R. Collyer	✓	✗
01.06	Elect Susan C. Jones	✓	✓
01.07	Elect William J. McAdam	✓	✓
01.08	Elect Michael McAllister	✓	✓
01.09	Elect M. Jacqueline Sheppard	✓	✗
01.10	Elect Leontine van Leeuwen-Atkins	✓	✓
01.11	Elect Terry M. Anderson	✓	✓
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Harold N. Kvisle	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Marty Proctor	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Farhad Ahrabi	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Carol T. Banducci	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect David R. Collyer	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Susan C. Jones	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect William J. McAdam	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Michael McAllister	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect M. Jacqueline Sheppard	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Leontine van Leeuwen-Atkins	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Terry M. Anderson	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose the specific criteria (or targets) that underpin its performance-based compensation programs. In the event of a change of control, the executive's employment contract includes severance pay that is not linked to the loss of his or her position. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Telus Corporation (T)	MEETING DATE 2022-05-06 ,
COUNTRY Canada	RECORD DATE 2022-03-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 87971M202/87971M103

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Richard H. Auchinleck	✓	
01.02	Elect Raymond T. Chan	✓	✓
01.03	Elect Hazel Claxton	✓	✓
01.04	Elect Lisa de Wilde	✓	
01.05	Elect Victor G. Dodig	✓	✓
01.06	Elect Darren Entwistle	✓	✓
01.07	Elect Thomas E. Flynn	✓	✓
01.08	Elect Mary Jo Haddad	✓	
01.09	Elect Kathy Kinloch	✓	
01.10	Elect Christine Magee	✓	
01.11	Elect John P. Manley	✓	
01.12	Elect David Mowat	✓	✓
01.13	Elect Marc Parent	✓	
01.14	Elect Denise Pickett	✓	
01.15	Elect W. Sean Willy	✓	✓
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Richard H. Auchinleck	✓	⏸

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Raymond T. Chan	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Hazel Claxton	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Lisa de Wilde		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Victor G. Dodig		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Darren Entwistle		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Thomas E. Flynn	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Mary Jo Haddad	✓	
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Kathy Kinloch	✓	
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Christine Magee			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She is the Chairwoman of Sleep Country Canada Holdings inc and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect John P. Manley			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
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ITEM 01.12	BOARD	POLICY
Elect David Mowat	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect Marc Parent	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of CAE and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.14	BOARD	POLICY
Elect Denise Pickett	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The Chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.15	BOARD	POLICY
Elect W. Sean Willy	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Canadians. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Shareholder Rights Plan Renewal



Proposer : Board

It is in the interest of shareholders that any modification to the shareholder-rights plan, as well as its renewal, be submitted to shareholders. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER IGM Financial Inc. (IGM)	MEETING DATE 2022-05-06 ,
COUNTRY Canada	RECORD DATE 2022-03-09
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 449586106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717016	Genus Fossil Free Dividend Equity Fund	25600
160717031	Genus Pooled Funds - 160717031	123500

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Marc A. Bibeau	✓	II
01.02	Elect Marcel R. Coutu	✓	✓
01.03	Elect André Desmarais	✓	II
01.04	Elect Paul Desmarais, Jr.	✓	II
01.05	Elect Gary A. Doer	✓	II
01.06	Elect Susan Doniz	✓	✓
01.07	Elect Claude Généreux	✓	II
01.08	Elect Sharon Hodgson	✓	✓
01.09	Elect Sharon MacLeod	✓	✓
01.10	Elect Susan J. McArthur	✓	II
01.11	Elect John McCallum	✓	II
01.12	Elect R. Jeffrey Orr	✓	II
01.13	Elect James O' Sullivan	✓	II
01.14	Elect Gregory D. Tretiak	✓	II
01.15	Elect Beth Wilson	✓	✓
02	Appointment of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01

Elect Marc A. Bibeau

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

[Vote recorded](#)

ITEM 01.02

Elect Marcel R. Coutu

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

[Vote recorded](#)

ITEM 01.03

Elect André Desmarais

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee and the Nomination Committee. He is a representative of Power Corporation, a shareholder of the company, on the board of directors. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for

the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Paul Desmarais, Jr.				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Nomination Committee. He is a representative of Power Corporation, a shareholder of the company, on the board of directors. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Gary A. Doer				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY

Elect Susan Doniz



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Claude Généreux



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee. He is a representative of Power Corporation, a shareholder of the company, on the board of directors. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Sharon Hodgson



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Sharon MacLeod



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10

Elect Susan J. McArthur

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.11

Elect John McCallum

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.12


Elect R. Jeffrey Orr

BOARD POLICY

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee and the Nomination Committee. He is a representative of Power Corporation, a shareholder of the company, on the board of directors. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect James O' Sullivan		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.14	BOARD	POLICY
Elect Gregory D. Tretiak		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.15	BOARD	POLICY

Elect Beth Wilson



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Appointment of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER ManpowerGroup Inc. (NYSE:MAN)	MEETING DATE 2022-05-06 ,
COUNTRY United States	RECORD DATE 2022-02-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 56418H100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Gina R. Boswell	✓	✗
01.02	Elect Jean-Philippe Courtois	✓	✓
01.03	Elect William A. Downe	✓	✗
01.04	Elect John F. Ferraro	✓	✓
01.05	Elect William P. Gipson	✓	✓
01.06	Elect Patricia Hemingway Hall	✓	✗
01.07	Elect Julie M. Howard	✓	✗
01.08	Elect Ulice Payne, Jr.	✓	✗
01.09	Elect Jonas Prising	✓	✗
01.10	Elect Paul Read	✓	✓
01.11	Elect Elizabeth P. Sartain	✓	✗
01.12	Elect Michael J. Van Handel	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Gina R. Boswell	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. She has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Jean-Philippe Courtois	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect William A. Downe	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect John F. Ferraro	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05		BOARD	POLICY
Elect William P. Gipson		✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06		BOARD	POLICY
Elect Patricia Hemingway Hall		✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. She has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07		BOARD	POLICY
Elect Julie M. Howard			

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Ulice Payne, Jr.	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Jonas Prising	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
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Elect Paul Read	✓	✓
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Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded	
ITEM 01.11	
Elect Elizabeth P. Sartain	<div>BOARD</div> <div>POLICY</div>
	<div>✓</div> <div>✗</div>

Proposer : Board

Vote recorded	
ITEM 01.12	
Elect Michael J. Van Handel	<div>BOARD</div> <div>POLICY</div>
	<div>✓</div> <div>✗</div>

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded	
ITEM 02	
Ratification of Auditor	<div>BOARD</div> <div>POLICY</div>
	<div>✓</div> <div>✓</div>

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

Advisory Vote on Executive Compensation

BOARD POLICY

✓	✗
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Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Marriott International Inc (MAR)	MEETING DATE 2022-05-06 ,
COUNTRY United States	RECORD DATE 2022-03-09
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 571903202

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717026	Genus Canglobe Equity fund - 160717026	10600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Anthony G. Capuano	✓	✗
01.02	Elect Isabella D. Goren	✓	✓
01.03	Elect Deborah Marriott Harrison	✓	✗
01.04	Elect Frederick A. Henderson	✓	✗
01.05	Elect Eric Hippeau	✓	✗
01.06	Elect Debra L. Lee	✓	✗
01.07	Elect Aylwin B. Lewis	✓	✗
01.08	Elect David S. Marriott	✓	✗
01.09	Elect Margaret M. McCarthy	✓	✓
01.10	Elect George Muñoz	✓	✗
01.11	Elect Horacio D. Rozanski	✓	✗
01.12	Elect Susan C. Schwab	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Approval of the Employee Stock Purchase Plan	✓	✓
05	Shareholder Proposal Regarding Report on Workforce Practices and Financial Returns	✗	✓
06	Shareholder Proposal Regarding Independent Chair	✗	✓

PROXY ANALYSIS

ITEM 01.01

Elect Anthony G. Capuano

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

[Vote recorded](#)

ITEM 01.02

Elect Isabella D. Goren

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

[Vote recorded](#)

ITEM 01.03

Elect Deborah Marriott Harrison

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. She has direct family ties with a related director. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Frederick A. Henderson	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Eric Hippeau	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Lerer Hippeau Acquisition Corp and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Debra L. Lee	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. She has been on the board for

over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Aylwin B. Lewis			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect David S. Marriott			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He has direct family ties with a related director. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Margaret M. McCarthy			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect George Muñoz	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Horacio D. Rozanski	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Booz Allen Hamilton and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY
Elect Susan C. Schwab	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO to median employee pay ratio was 506 to 1. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Approval of the Employee Stock Purchase Plan	✓	✓
Proposer : Board		

The proposed savings plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Shareholder Proposal Regarding Report on Workforce Practices and Financial Returns

✗

✓

Proposer : Myra K. Young

It is in the shareholders' interest that the quality of the information available or disclosed be improved. Furthermore, there are risks to the company's reputation. Protecting the shareholders' right to financial information and financial transparency are also in the company's interest. Improving governance practices makes it possible to minimize financial and extra-financial risks. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Shareholder Proposal Regarding Independent Chair

✗

✓

Proposer : The Humane Society of the United States

The proposal calls for an independent chairman of the board. An independent chair is better equipped to oversee a company's leadership and set a shareholder-friendly agenda without the management conflicts often faced by a CEO or other internal leaders, resulting in a more proactive and effective board. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER ABBvie Inc. (ABBV)	MEETING DATE 2022-05-06 ,
COUNTRY United States	RECORD DATE 2022-03-03
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES P3880F108

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect William H.L. Burnside	✓	
01.02	Elect Thomas C. Freyman	✓	✓
01.03	Elect Brett J. Hart	✓	
01.04	Elect Edward J. Rapp	✓	
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Elimination of Supermajority Requirement	✓	✓
05	Shareholder Proposal Regarding Independent Chair	✗	✓
06	Shareholder Proposal Regarding Severance Approval Policy	✗	✓
07	Shareholder Proposal Regarding Anticompetitive Practices	✗	✓
08	Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect William H.L. Burnside	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance,

including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Thomas C. Freyman				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Brett J. Hart				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Edward J. Rapp				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Elimination of Supermajority Requirement	✓	✓
Proposer : Board		

This proposal asks that the level of votes required to adopt a proposal be decreased to two-thirds or to a simple majority, which is reasonable and in the shareholders' interest. The two-thirds majority is not required for decisions other than those concerning a public purchase offer or company reorganization. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder Proposal Regarding Independent Chair		
Proposer : The Employees' Retirement System of Rhode Island ; Vermont Pension Investment Commission		



The proposal requests that the roles of Chairman and CEO be made separate. We note that the positions of Chairman and CEO are held by the same person. Furthermore, the Board has not demonstrated any intention of changing this practice. This type of proposal generally receives significant approval rates. Furthermore, this separation is an excellent governance practice. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding Severance Approval Policy		
Proposer : John Chevedden ; Kenneth Steiner		

It is in the shareholders' interest to know the amounts of the termination allowances that are to be granted to directors or managers in the event of an acquisition or merger that results in a change of control. Severance allowances are considered to be excessive when it exceeds 2.99 times the salary and premiums. Severance pay exceeds 2 times the executive's salary. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Shareholder Proposal Regarding Anticompetitive Practices		
Proposer : Friends Fiduciary Corporation		

It is in the shareholders' interest that the quality of the information available or disclosed be improved. Furthermore, there are risks to the company's reputation. Protecting the shareholders' right to financial information and financial transparency are also in the company's interest. Improving governance practices makes it possible to minimize financial and extra-financial risks. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency				
Proposer : As You Sow ; Eliana Fishman				

The proponent wants to ensure that lobbying expenditures are aligned with the company's values. Several lobbying efforts undertaken or funded by the company run counter to its publicly stated values. The company contributes to PhRMA, a conservative organization that opposes government action to address drug pricing. It would be useful for shareholders to be able to determine whether the company's lobbying activities are damaging its reputation. A vote in favour of the proposal was recorded.

<hr/>	Vote recorded
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PROXY SUMMARY

ISSUER Colgate-Palmolive Company (CL)	MEETING DATE 2022-05-06 ,
COUNTRY United States	RECORD DATE 2022-03-07
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 194162103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717060	Genus Pooled Funds - 160717060	33500

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect John P. Bilbrey	✓	✗
01.02	Elect John T. Cahill	✓	✗
01.03	Elect Lisa M. Edwards	✓	✗
01.04	Elect C. Martin Harris	✓	✗
01.05	Elect Martina Hund-Mejean	✓	✓
01.06	Elect Kimberly A. Nelson	✓	✗
01.07	Elect Lorrie M. Norrington	✓	✗
01.08	Elect Michael B. Polk	✓	✓
01.09	Elect Stephen I. Sadove	✓	✗
01.10	Elect Noel R. Wallace	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓
04	Shareholder Proposal Regarding Severance Approval Policy	✗	✓
05	Shareholder Proposal Regarding Charitable Contributions Disclosure	✗	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect John P. Bilbrey	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect John T. Cahill	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Lisa M. Edwards	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She is a former executive of the company. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY

Elect C. Martin Harris



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Martina Hund-Mejean



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Kimberly A. Nelson



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Lorrie M. Norrington



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Michael B. Polk



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Stephen I. Sadove



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Noel R. Wallace



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is chair of the board of this company whose climate disclosure is considered insufficient. This nominee is both CEO and Chairman. A lead director was appointed, however he is either not deemed independent or has been in place for a period longer than one year, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Shareholder Proposal Regarding Severance Approval Policy



Proposer : Kenneth Steiner

It is in the shareholders' interest to know the amounts of the termination allowances that are to be granted to directors or managers in the event of an acquisition or merger that results in a change of control. Severance allowances are considered to be excessive when it exceeds 2.99 times the salary and premiums. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Shareholder Proposal Regarding Charitable Contributions Disclosure

×

×

Proposer : National Legal and Policy Center

The proponent is known for its conservative positions and for filing proposals that can be described as anti-ESG. We generally support the disclosure of corporate financial contributions. However, the proponent specifically targets charitable donations and accuses the company of supporting causes that may be contrary to shareholders' interest. The company is already disclosing its charitable donations. They amounted to USD 47.5 million in 2021. The company's disclosures appear adequate. Given the nature of the proponent and its unclear motivations, we recommend voting against the proposal. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Schneider Electric SE (EPA:SU)	MEETING DATE 2022-05-05 ,
COUNTRY France	RECORD DATE 2022-05-02
MEETING LOCATION	
MEETING TYPE Mix	SECURITIES F86921107

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442100	Genus Fossil Free Fund	16700

ITEM	PROPOSAL	BOARD	POLICY
01	Approval of the corporate financial statement and approval of the amount of non-deductible expenses	✓	✓
02	Approval of the consolidated financial statements	✓	✓
03	Allocation of income for the year	✓	✓
04	To approve the auditors' special report on the agreements and commitments that fall under article L. 225-38.	✓	✓
05	Re-elect Mazars as principal statutory auditors	✓	✓
06	Elect PricewaterhouseCoopers as principal statutory auditors	✓	✓
07	Approve the information to the remuneration of corporate officers	✓	✓
08	Approval the total compensation and benefits	✓	✓
09	Approval the compensation policy for the executive corporate officers	✓	✓
10	Approval of the remuneration policy for member of the board	✓	✓
11	Elect Linda Knoll	✓	✓
12	Elect Anders Runevad	✓	✓
13	Elect Nivedita Krishnamurthy	✓	✓
14	Authorization granted to the board of directors purchase shares	✓	✗
15	Authorization to freely allocate shares in favour of employee	✓	✗
16	To proceed with capital increases reserved for employees abroad	✓	✗
17	To proceed with capital increases reserved for employees abroad	✓	✗

18	Review and approval of the proposed merger by absorption of IGE+XAO by Schneider Electric	✓	✓
19	Powers to carry out formalities	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Approval of the corporate financial statement and approval of the amount of non-deductible expenses	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Approval of the consolidated financial statements	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Allocation of income for the year	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
To approve the auditors' special report on the agreements and commitments that fall under article L. 225-38.	✓	✓
Proposer : Board		

This special report verifies the relationships between related parties and any possible resulting conflicts of interest. This is advisable in order to better manage the company's reputation-related risk and any possible loss of reputation. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Re-elect Mazars as principal statutory auditors	✓	✓
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Elect PricewaterhouseCoopers as principal statutory auditors	✓	✓
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY

Approve the information to the remuneration of corporate officers



Proposer : Board

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD

POLICY

Approval the total compensation and benefits



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09

BOARD

POLICY

Approval the compensation policy for the executive corporate officers



Proposer : Board

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD

POLICY

Approval of the remuneration policy for member of the board



Proposer : Board

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 11			BOARD	POLICY
Elect Linda Knoll			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 12			BOARD	POLICY
Elect Anders Runevad			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 13			BOARD	POLICY
Elect Nivedita Krishnamurthy			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 14	BOARD	POLICY
Authorization granted to the board of directors purchase shares	<div>✓</div>	<div>✗</div>
Proposer : Board		

It is the Board of Directors’ responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company’s needs and strategic opportunities. The buyback price premium may exceed 10 %, which goes against the policy. A vote against the proposal was recorded.

Vote recorded

ITEM 15	BOARD	POLICY
Authorization to freely allocate shares in favour of employee	<div>✓</div>	<div>✗</div>
Proposer : Board		

It is the Board of Directors’ responsibility to make recommendations on the allotment of some of its share or share categories based on an analysis of the company’s needs and strategic opportunities. The plan utilizes grants of free shares, which goes against the policy. A vote against the proposal was recorded.

Vote recorded

ITEM 16	BOARD	POLICY
To proceed with capital increases reserved for employees abroad	<div>✓</div>	<div>✗</div>
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. While the purchase of shares by employees does align their interests with those of shareholders, some of the policy's criteria are not being met. The reduction on the shareprice relative to the market value is over 20%. A vote against the proposal was recorded.

Vote recorded

ITEM 17	BOARD	POLICY
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To proceed with capital increases reserved for employees abroad



Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. While the purchase of shares by employees does align their interests with those of shareholders, some of the policy's criteria are not being met. The reduction on the shareprice relative to the market value is over 20%. A vote against the proposal was recorded.

Vote recorded

ITEM 18

BOARD

POLICY

Review and approval of the proposed merger by absorption of IGE+XAO by Schneider Electric



Proposer : Board

On February 17, 2002, Schneider Electric SE announced the acquisition of IGE+XAO. The transaction is valued at approximately 38,693,042 euros. Investors reacted negatively, as Schneider Electric SE's stock lost value on the day of the announcement. As part of the transaction, IGE+XAO shareholders will receive 5 Schneider Electric shares for every 2 IGE+XAO shares. Upon completion of the transaction, IGE+XAO will cease to be a publicly traded company and will become a wholly owned subsidiary of Schneider Electric SE. As the transaction does not raise any particular governance issues, GIR recommends voting in favor of the proposal. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 19

BOARD

POLICY

Powers to carry out formalities



Proposer : Board

This is a formality. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Enerplus Corporation (ERF)	MEETING DATE 2022-05-05 ,
COUNTRY Canada	RECORD DATE 2022-03-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 292766102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	22800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Hilary A. Foulkes	✓	✓
01.02	Elect Judith D. Buie	✓	✓
01.03	Elect Karen E. Clarke-Whistler	✓	✓
01.04	Elect Ian C. Dundas	✓	
01.05	Elect Robert B. Hodgins	✓	
01.06	Elect Mark A. Houser	✓	✓
01.07	Elect Susan M. MacKenzie	✓	
01.08	Elect Jeffrey W. Sheets	✓	✓
01.09	Elect Sheldon B. Steeves	✓	
02	Appointment of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Hilary A. Foulkes	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Judith D. Buie	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Karen E. Clarke-Whistler	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Ian C. Dundas	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Robert B. Hodgins		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Mark A. Houser		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Susan M. MacKenzie		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Jeffrey W. Sheets	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Sheldon B. Steeves	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Appointment of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER C.H. Robinson Worldwide Inc. (NASDAQ:CHRW)	MEETING DATE 2022-05-05 ,
COUNTRY United States	RECORD DATE 2022-05-09
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 12541W209

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717026	Genus Canglobe Equity fund - 160717026	13200
000442088	Genus Global Alpha fund	224100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Scott P. Anderson	✓	✗
01.02	Elect Robert C. Biesterfeld Jr.	✓	✗
01.03	Elect Kermit R. Crawford	✓	✗
01.04	Elect Timothy C. Gokey	✓	✓
01.05	Elect Mark A. Goodburn	✓	✓
01.06	Elect Mary J. Steele Guilfoile	✓	✗
01.07	Elect Jodeen A. Kozlak	✓	✗
01.08	Elect Henry J. Maier	✓	✗
01.09	Elect James B. Stake	✓	✗
01.10	Elect Paula C. Tolliver	✓	✓
01.11	Elect Henry W. Winship	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Approval of the 2022 Equity Incentive Plan	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Scott P. Anderson	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Robert C. Biesterfeld Jr.	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Kermit R. Crawford	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY

Elect Timothy C. Gokey



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Mark A. Goodburn



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Mary J. Steele Guilfoile



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Jodeen A. Kozlak



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Henry J. Maier



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect James B. Stake



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Paula C. Tolliver



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Henry W. Winship



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Approval of the 2022 Equity Incentive Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. This plan's share-dilution rate is over 10%. The vesting period is under 3 years. The plan makes provisions for share grants to company consultants, suppliers, or contractual employees. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Canadian Natural Resources Ltd (CNQ)	MEETING DATE 2022-05-05 ,
COUNTRY Canada	RECORD DATE 2022-03-16
MEETING LOCATION	
MEETING TYPE Mix	SECURITIES 136385101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717031	Genus Pooled Funds - 160717031	118300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Catherine M. Best	✓	II
01.02	Elect M. Elizabeth Cannon	✓	II
01.03	Elect N. Murray Edwards	✓	II
01.04	Elect Dawn L. Farrell	✓	II
01.05	Elect Christopher L. Fong	✓	II
01.06	Elect Gordon D. Giffin	✓	II
01.07	Elect Wilfred A. Gobert	✓	II
01.08	Elect Steve W. Laut	✓	II
01.09	Elect Tim S. McKay	✓	II
01.10	Elect Frank J. McKenna	✓	II
01.11	Elect David A. Tuer	✓	II
01.12	Elect Annette Verschuren	✓	✓
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Stock Option Plan Renewal	✓	✗
04	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect Catherine M. Best



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. She has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect M. Elizabeth Cannon



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect N. Murray Edwards



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is the Executive Chairman of the Board. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Dawn L. Farrell



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She is the Chairwoman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

[Vote recorded](#)

ITEM 01.05

BOARD

POLICY

Elect Christopher L. Fong



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

[Vote recorded](#)

ITEM 01.06

BOARD

POLICY

Elect Gordon D. Giffin



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

BOARD POLICY

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ITEM 01.08	BOARD	POLICY
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ITEM 01.09	BOARD	POLICY
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Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Frank J. McKenna	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect David A. Tuer	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY
Elect Annette Verschuren	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Stock Option Plan Renewal	✓	✗
Proposer : Board		

A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. The plan is also intended for consultants, service providers and other contractual employees and therefore does not comply with the policy. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Compensation includes a share-option plan that does not meet all of the policy criteria. The plan is also intended for consultants, service providers and other contractual employees and therefore does not comply with the policy. A vote against the proposal was recorded.

Vote recorded		
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PROXY SUMMARY

ISSUER Repsol SA (BME:REP)	MEETING DATE 2022-05-05 ,
COUNTRY Spain	RECORD DATE 2022-04-29
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES E8471S130

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	66400

ITEM	PROPOSAL	BOARD	POLICY
01	Review and approval of the annual financial statements and management report of repsol, s.a. And the consolidated annual financial statements and consolidated management report	✓	✓
02	Review and approval, if appropriate, of the proposal for the allocation of results in 2021	✓	✓
03	Review and approval, if appropriate, of the statement of non-financial information for fiscal year ended 31 december 2021	✓	✓
04	Review and approval, if appropriate, of the management of the board of directors of repsol, s.a. During 2021	✓	✓
05	Appointment of the accounts auditor of repsol, s.a. And its consolidated group for fiscal year 2022	✓	✓
06	Distribution of the fixed amount of 0.325 euros gross per share charged to free reserves	✓	✓
07	Approval of a share capital reduction	✓	✓
08	Approval of a capital reduction	✓	✓
09	Delegation to the board of directors to resolve the increase of the capital stock	✓	✓
10	Authorization to the board of directors, with express power of delegation, for the derivative acquisition of shares of repsol	✓	✓
11	Re-Election As Director Of Ms. Maria Del Carmen Ganyet I Cirera	✓	✗
12	Re-Election As Director Of Mr. Ignacio Martin San Vicente	✓	✓
13	Ratification Of The Appointment By Co-Optation And Re-Election As Director Of Mr. Emiliano Lopez Achurra	✓	✗
14	Ratification Of The Appointment By Co-Optation And Re-Election As Director Of Mr. Jose Ivan Marten Uliarte	✓	✓
15	Advisory vote on the repsol, s.a. Annual report on directors' remuneration for 2021	✓	✓
16	Approval of three new additional cycles of the long-term incentive programme	✓	✓
17	Advisory vote on the company's climate strategy	✓	✓



PROXY ANALYSIS

ITEM 01

BOARD

POLICY

Review and approval of the annual financial statements and management report of repsol, s.a. And the consolidated annual financial statements and consolidated management report



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. Those reports were distributed to all shareholders before the meeting, but the auditing firm that examined them is not independent. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Review and approval, if appropriate, of the proposal for the allocation of results in 2021



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Review and approval, if appropriate, of the statement of non-financial information for fiscal year ended 31 december 2021



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Review and approval, if appropriate, of the management of the board of directors of repsol, s.a. During 2021			✓	✓
Proposer : Board				

It goes against the principle of accountability to approve the actions of the members of the board of directors and thereby exempt them from any liability. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Appointment of the accounts auditor of repsol, s.a. And its consolidated group for fiscal year 2022			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
Distribution of the fixed amount of 0.325 euros gross per share charged to free reserves			✓	✓
Proposer : Board				

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY

Approval of a share capital reduction



Proposer : Board

It is the Board's responsibility to make recommendations on the cancellation of some shares or categories of shares, based on a needs analysis and strategic opportunities. The cancellation of repurchased shares results in a share-capital reduction. This is a way of restoring assets to shareholders when liquidities are greater than investment needs. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD

POLICY

Approval of a capital reduction



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09

BOARD

POLICY

Delegation to the board of directors to resolve the increase of the capital stock



Proposer : Board

This proposal requests the authorization to increase the number of shares reserved in the stock-based compensation plan. The increase, with pre-emptive rights, is lower than 50% of outstanding shares. The increase, without pre-emptive rights, is lower than 20% of outstanding shares. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD

POLICY

Authorization to the board of directors, with express power of delegation, for the derivative acquisition of shares of repsol



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 11

BOARD POLICY

Re-Election As Director Of Ms. Maria Del Carmen Ganyet I Cirera



Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 12

BOARD POLICY

Re-Election As Director Of Mr. Ignacio Martin San Vicente



Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 13

BOARD POLICY

Ratification Of The Appointment By Co-Optation And Re-Election As Director Of Mr. Emiliano Lopez Achurra



Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. A vote against the candidate was recorded.

Vote recorded

ITEM 14

BOARD

POLICY

Ratification Of The Appointment By Co-Optation And Re-Election As Director Of Mr. Jose Ivan Marten Uliarte



Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 15

BOARD

POLICY

Advisory vote on the repsol, s.a. Annual report on directors' remuneration for 2021



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 16

BOARD

POLICY

Approval of three new additional cycles of the long-term incentive programme



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD

POLICY

Advisory vote on the company's climate strategy



Proposer : Board

The purpose of the proposal is to obtain consultative approval of the group's energy transition strategy. The group's main objective is to become a net zero emission company by 2050, in line with the targets set in the Paris Agreement. To achieve this goal, the group has set itself a demanding roadmap, which includes ambitious emission reduction targets initially set in their 2021-2025 Strategic Plan. In its report, Repsol builds on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) to ensure transparency and action on climate-related risks and opportunities. The company has set a carbon neutrality target for its Scope 1, 2 and part of its Scope 3 emissions by 2050. The company also has intermediate reduction targets associated with these goals. It is committed to reducing its Scope 1, 2, and 3 net-zero emissions by 30% by 2030. Repsol's goals are not certified by the Science Based Targets (SBTi) initiative, which has established specific targets to ensure that companies' goals align with climate science. In the face of the Paris Agreement that sets a limit on global temperature rise to "well below 2°C" by 2100, and encourages continued efforts towards 1.5°C, Repsol recognizes the scientific consensus on climate change and supports the Paris Agreement's goal. Thus, it presents a climate analysis scenario below 2°C. In 2021, Repsol responded to the CDP's request for information for its climate change program, an initiative supported by many investors. The company received an A- rating, after the analysis of the information. This note testifies to the many efforts made by the group to fight climate change. In general, the company's disclosure is comparable to that of its peers. In order to try to curb the most negative impacts of climate changes, the company's plan is essential. The proposal is therefore encouraging, although more effort is needed to achieve it. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 18

BOARD

POLICY

Delegation of powers to interpret, supplement, develop, execute, rectify and formalize the resolutions adopted by the general shareholders' meeting



Proposer : Board

This is a formality. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Great-West Lifeco Inc. (GWO)	MEETING DATE 2022-05-05 ,
COUNTRY Canada	RECORD DATE 2022-03-10
MEETING LOCATION	
MEETING TYPE Mix	SECURITIES 39138C106/39138C866

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717016	Genus Fossil Free Dividend Equity Fund	53000

ITEM	PROPOSAL	BOARD	POLICY
01	Amendments to Articles Regarding Board Size	✓	✗
02.01	Elect Michael R. Amend	✓	✓
02.02	Elect Deborah J. Barrett	✓	✓
02.03	Elect Robin Bienfait	✓	✓
02.04	Elect Heather E. Conway	✓	✓
02.05	Elect Marcel R. Coutu	✓	
02.06	Elect André Desmarais	✓	
02.07	Elect Paul Desmarais, Jr.	✓	
02.08	Elect Gary A. Doer	✓	✓
02.09	Elect David G. Fuller	✓	✓
02.10	Elect Claude Généreux	✓	
02.11	Elect Paula B. Madoff	✓	✓
02.12	Elect Paul A. Mahon	✓	
02.13	Elect Susan J. McArthur	✓	✓
02.14	Elect R. Jeffrey Orr	✓	
02.15	Elect T. Timothy Ryan, Jr.	✓	✓
02.16	Elect Gregory D. Tretiak	✓	

02.17	Elect Siim A. Vanaselja	✓	
02.18	Elect Brian E. Walsh	✓	
03	Appointment of Deloitte as Auditor	✓	✓
04	Advisory Vote on Executive Compensation	✓	✗
05	Transaction of Other Business	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Amendments to Articles Regarding Board Size	✓	✗

Proposer : Board

This proposal asks that the number of Board members be set at more than 15. However, the policy states that 7 to 15 members is the optimal range to ensure a board's effectiveness. A vote against the proposal was recorded.

Vote recorded

ITEM 02.01	BOARD	POLICY
Elect Michael R. Amend	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02.02	BOARD	POLICY
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Elect Deborah J. Barrett



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02.03

BOARD

POLICY

Elect Robin Bienfait



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02.04

BOARD

POLICY

Elect Heather E. Conway



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02.05

BOARD

POLICY

Elect Marcel R. Coutu

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.06	BOARD	POLICY
Elect André Desmarais		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee and the Nomination Committee. He is a representative of Power Corporation, a shareholder of the company, on the board of directors. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.07	BOARD	POLICY
Elect Paul Desmarais, Jr.		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the

Nomination Committee. He is a representative of Power Corporation, a shareholder of the company, on the board of directors. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.08	BOARD	POLICY
Elect Gary A. Doer	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.09	BOARD	POLICY
Elect David G. Fuller	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.10	BOARD	POLICY
Elect Claude Généreux	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a representative of Power Corporation, a shareholder of the company, on the board of directors. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.11	BOARD	POLICY
Elect Paula B. Madoff	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.12	BOARD	POLICY
Elect Paul A. Mahon	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.13	BOARD	POLICY
Elect Susan J. McArthur	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.14	BOARD	POLICY
Elect R. Jeffrey Orr		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Compensation Committee and the Nomination Committee. He is the CEO of Power Corporation, the majority shareholder. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.15	BOARD	POLICY
Elect T. Timothy Ryan, Jr.		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.16	BOARD	POLICY
Elect Gregory D. Tretiak		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a representative of Power Corporation, a shareholder of the company, on the board of directors. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.17	BOARD	POLICY
Elect Siim A. Vanaselja		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman TC Energy and sits on a total of more than three boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.18	BOARD	POLICY
Elect Brian E. Walsh		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Appointment of Deloitte as Auditor		

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

Advisory Vote on Executive Compensation

BOARD POLICY



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. A vote against the proposal was recorded.

Vote recorded

ITEM 05

Transaction of Other Business

BOARD POLICY



Proposer : Board

This proposal is vague and its details are not known. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Gildan Activewear Inc. (GIL)	MEETING DATE 2022-05-05 ,
COUNTRY Canada	RECORD DATE 2022-03-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 375916103

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Donald C. Berg	✓	✓
01.02	Elect Maryse Bertrand	✓	
01.03	Elect Dhaval Buch	✓	
01.04	Elect Marcello Caira	✓	
01.05	Elect Glenn J. Chamandy	✓	✓
01.06	Elect Shirley Cunningham	✓	✓
01.07	Elect Russell Goodman	✓	
01.08	Elect Charles M. Herington	✓	
01.09	Elect Luc Jobin	✓	✓
01.10	Elect Craig A. Leavitt	✓	✓
01.11	Elect Anne Martin-Vachon	✓	
02	Advisory Vote on Executive Compensation	✓	✗
03	Appointment of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Donald C. Berg	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Maryse Bertrand		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Dhaval Buch		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Marcello Caira		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Glenn J. Chamandy			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Shirley Cunningham			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Russell Goodman			✓	
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Charles M. Herington		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Luc Jobin		
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Craig A. Leavitt		
Proposer : Board		



The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect Anne Martin-Vachon				
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Advisory Vote on Executive Compensation				
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Appointment of Auditor				
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

[Vote recorded](#)

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PROXY SUMMARY

ISSUER Advantage Energy Ltd (TSE: AAV)	MEETING DATE 2022-05-05 ,
COUNTRY Canada	RECORD DATE 2022-03-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 00791P107

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	79800

ITEM	PROPOSAL	BOARD	POLICY
01	Board Size	✓	✗
02.01	Elect Jill T. Angevine	✓	
02.02	Elect Stephen E. Balog	✓	
02.03	Elect Michael E. Belenkie	✓	
02.04	Elect Deirdre M. Choate	✓	
02.05	Elect Donald M. Clague	✓	
02.06	Elect Paul G. Haggis	✓	
02.07	Elect Norman W. MacDonald	✓	✓
02.08	Elect Andy J. Mah	✓	
03	Stated Capital Reduction	✓	✓
04	Appointment of Auditor and Authority to Set Fees	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Board Size	✓	✗
Proposer : Board		

This proposal asks that the number of directors be fixed, while the majority of the board is not made up of independent directors. A vote against the proposal was recorded.

Vote recorded		
ITEM 02.01	BOARD	POLICY
Elect Jill T. Angevine		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.02	BOARD	POLICY
Elect Stephen E. Balog		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.03	BOARD	POLICY
Elect Michael E. Belenkie		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.04	BOARD	POLICY
Elect Deirdre M. Choate		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.05	BOARD	POLICY
Elect Donald M. Clague		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. This nominee sits on a Compensation Committee that approved a compensation plan that goes against the policy. The grant of bonuses linked to performance is at the directors' discretion. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.06	BOARD	POLICY
Elect Paul G. Haggis		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.07	BOARD	POLICY
Elect Norman W. MacDonald	<div>✓</div>	<div>✓</div>
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02.08	BOARD	POLICY
Elect Andy J. Mah	<div>✓</div>	<div> </div>
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Stated Capital Reduction	<div>✓</div>	<div>✓</div>
Proposer : Board		

The purpose of the capital reduction is to increase the difference between the value of the company's assets and its liabilities in order to give Advantage Energy greater flexibility to repurchase common stock if and when the Board of Directors deems it appropriate. A vote in favour of the proposal was recorded.

Vote recorded

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ITEM 04

BOARD POLICY

Appointment of Auditor and Authority to Set Fees



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Cadence Design Systems Inc. (NASDAQ:CDNS)	MEETING DATE 2022-05-05 ,
COUNTRY United States	RECORD DATE 2022-03-07
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 127387108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717028	Genus Fossil Free Canglobe Equity Fund - 160717028	6300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Mark W. Adams	✓	✗
01.02	Elect Ita M. Brennan	✓	✗
01.03	Elect Lewis Chew	✓	✓
01.04	Elect Anirudh Devgan	✓	✗
01.05	Elect Mary L. Krakauer	✓	✓
01.06	Elect Julia Liuson	✓	✗
01.07	Elect James D. Plummer	✓	✗
01.08	Elect Alberto Sangiovanni-Vincentelli	✓	✗
01.09	Elect John B. Shoven	✓	✗
01.10	Elect Young K. Sohn	✓	✗
01.11	Elect Lip-Bu Tan	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Mark W. Adams	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the CEO of another company and sits on more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. He is CEO of SMART Global Holdings inc. and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Ita M. Brennan	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Lewis Chew	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Anirudh Devgan	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Mary L. Krakauer	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Julia Liuson	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect James D. Plummer	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Alberto Sangiovanni-Vincentelli	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect John B. Shoven	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY

Elect Young K. Sohn



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has other significant types of economic relationships with a principal shareholder. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Lip-Bu Tan



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is the Executive Chairman of the Board. This nominee, who is not independent, is also Chairman, which goes against policy. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Shareholder Proposal Regarding Right to Call Special Meetings



Proposer : Board

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Alcoa Corporation (NYSE:AA)	MEETING DATE 2022-05-05 ,
COUNTRY United States	RECORD DATE 2022-05-11
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 013872106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717026	Genus Canglobe Equity fund - 160717026	27000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Steven W. Williams	✓	✓
01.02	Elect Mary Anne Citrino	✓	✓
01.03	Elect Pasquale (Pat) Fiore	✓	✓
01.04	Elect Thomas (Tom) J. Gorman	✓	✓
01.05	Elect Roy C. Harvey	✓	✓
01.06	Elect James A. Hughes	✓	✓
01.07	Elect James E. Nevels	✓	✓
01.08	Elect Carol L. Roberts	✓	✓
01.09	Elect Jackson (Jackie) P. Roberts	✓	✓
01.10	Elect Ernesto Zedillo Ponce de León	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Steven W. Williams	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Mary Anne Citrino			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Pasquale (Pat) Fiore			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Thomas (Tom) J. Gorman			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Roy C. Harvey			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect James A. Hughes			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect James E. Nevels			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Carol L. Roberts	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Jackson (Jackie) P. Roberts	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Ernesto Zedillo Ponce de León	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
Proposer : John Chevedden		

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Steel Dynamics Inc. (NASDAQ:STLD)	MEETING DATE 2022-05-05 ,
COUNTRY United States	RECORD DATE 2022-03-11
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 858119100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Mark D. Millett	✓	
01.02	Elect Sheree L. Bargabos	✓	✓
01.03	Elect Keith E. Busse	✓	
01.04	Elect Kenneth W. Cornew	✓	
01.05	Elect Traci M. Dolan	✓	
01.06	Elect James C. Marcuccilli	✓	
01.07	Elect Bradley S. Seaman	✓	
01.08	Elect Gabriel L. Shaheen	✓	
01.09	Elect Luis M. Sierra	✓	✓
01.10	Elect Steven A. Sonnenberg	✓	
01.11	Elect Richard P. Teets, Jr.	✓	
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Mark D. Millett	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Sheree L. Bargabos				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Keith E. Busse				
Proposer : Board				


The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Kenneth W. Cornew				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Traci M. Dolan		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. She has been on the board for over 10 years. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect James C. Marcuccilli		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Bradley S. Seaman		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Gabriel L. Shaheen		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Luis M. Sierra		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Steven A. Sonnenberg		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He is the Chairman of Tennant Company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Richard P. Teets, Jr.		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor		
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation		
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

[Vote recorded](#)

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PROXY SUMMARY

ISSUER Boise Cascade Co (NYSE:BCC)	MEETING DATE 2022-05-05 ,
COUNTRY United States	RECORD DATE 2022-03-07
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 09739D100

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717060	Genus Pooled Funds - 160717060	34470

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Mack L. Hogans	✓	✗
01.02	Elect Nate Jorgensen	✓	✓
01.03	Elect Christopher J. McGowan	✓	✓
01.04	Elect Steven C. Cooper	✓	✓
01.05	Elect Karen E. Gowland	✓	✗
01.06	Elect David H. Hannah	✓	✗
01.07	Elect Sue Taylor	✓	✓
01.08	Elect Craig Dawson	✓	✓
01.09	Elect Amy E. Humphreys	✓	✓
02	Advisory Vote on Executive Compensation	✓	✓
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Mack L. Hogans	✓	✗
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members.

This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Nate Jorgensen			✓	✓

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Christopher J. McGowan			✓	✓

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Steven C. Cooper			✓	✓

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Karen E. Gowland	✓	✗
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect David H. Hannah	✓	✗
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Sue Taylor	✓	✓
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Craig Dawson	✓	✓
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Amy E. Humphreys	✓	✓
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✓
Proposer : Board		

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Ratification of Auditor			✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Archer-Daniels-Midland Company (ADM)	MEETING DATE 2022-05-05 ,
COUNTRY United States	RECORD DATE 2022-04-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 39483102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	12100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Michael S. Burke	✓	✗
01.02	Elect Theodore Colbert	✓	✓
01.03	Elect Terrell K. Crews	✓	✗
01.04	Elect Donald E. Felsinger	✓	✗
01.05	Elect Suzan F. Harrison	✓	✓
01.06	Elect Juan R. Luciano	✓	✗
01.07	Elect Patrick J. Moore	✓	✗
01.08	Elect Francisco Sanchez	✓	✓
01.09	Elect Debra A. Sandler	✓	✗
01.10	Elect Lei Z. Schlitz	✓	✓
01.11	Elect Kelvin R. Westbrook	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Length of Share Ownership Required to Call Special Meetings	✗	✓
05	Shareholder Proposal Regarding Pesticide Reporting	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect Michael S. Burke



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Theodore Colbert		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Terrell K. Crews		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
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Elect Donald E. Felsing



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This non independent nominee is lead director and the position is not temporary. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Suzan F. Harrison



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Juan R. Luciano



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Patrick J. Moore



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Francisco Sanchez



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Debra A. Sandler



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. See is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Lei Z. Schlitz	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Kelvin R. Westbrook	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

[More than 75% of / More than 67% of] the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans, and the CEO to median employee pay ratio was 290 : 1. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Shareholder Proposal Regarding Length of Share Ownership Required to Call Special Meetings	✗	✓
Proposer : John Cheveden		

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder Proposal Regarding Pesticide Reporting	✗	✓
Proposer : Board		

Shareholders are demanding that ADM publish a report explaining whether and how the company measures the use of pesticides that are harmful to human health and the environment in its agricultural supply chains. Specifically, the proponent, As You Sow, requests that this report disclose the types and amount of pesticide avoided annually through targeted strategies such as regenerative agriculture programs, IPM or other methods, as well as the list of priority pesticides to be reduced or eliminated with targets and timelines for pesticide reduction. Similar proposals on the use of glyphosate or other pesticides that are dangerous to health and the environment have been filed with many companies. The Environmental Protection Agency ("EPA") describes glyphosate, the active ingredient in RoundUp,

as a non-selective herbicide registered for use on many food and non-food crops. It is a controversial pesticide that is classified as probably carcinogenic by the World Health Organization (WHO). There is ample evidence of the harmful consequences of glyphosate use, including decreased effectiveness of antibiotics and increased bee mortality. ADM's reliance on glyphosate-based pesticides and other toxic chemicals thus exposes it to legal, regulatory and reputational risks. The board of directors rejects the proposal once again. The company recognizes the dangers of these chemicals, which is why it maintains strong policies and programs that promote sustainable agriculture and food safety and quality, an important aspect of which is the responsible use of pesticides, and in its policy to protect forests, biodiversity and communities. Indeed, the use of pesticides such as glyphosate and neonicotinoids is suspected of contributing to high mortality in bees. The largest study to date analyzed bee populations in Britain for 18 years and confirmed that neonicotinoids are wreaking havoc among them (Tibi Puiu, "Pesticides linked to massive bee die off, largest study of its kind confirms", ZME Science, August 17, 2016, ref. April 22, 2017, <http://bit.ly/2oA8eit>). Controversies related to these pesticides have prompted several cities and states to put regulations in place to ban or restrict the use of glyphosate or to issue statements announcing their intention to do so, due to health concerns. In Canada, eight provinces limit the use of pesticides such as glyphosate to some extent. Vancouver has banned both public and private use of glyphosate, as well as its use for weed treatment (<http://bit.ly/2GFJnX9>). Some U.S. states have also taken measures against neonicotinoids. Thus, and despite the company's efforts, it remains rational for its shareholders to ask it to report on the measures it is taking to address the regulatory, legislative and reputational risks related to the use of pesticides in its supply chain. GIR recommends a vote in favour of the proposal. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER GlaxoSmithKline (GSK)	MEETING DATE 2022-05-04 ,
COUNTRY United Kingdom	RECORD DATE 2022-04-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G3910J112/37733W105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442045	Genus Dividend Fund	395600

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✓
02	Remuneration Report	✓	✓
03	Remuneration Policy	✓	✓
04	Elect Anne Beal	✓	✓
05	Elect Harry Dietz	✓	✓
06	Elect Sir Jonathan R. Symonds	✓	✓
07	Elect Emma N. Walmsley	✓	✓
08	Elect Charles A. Bancroft	✓	✓
09	Elect Manvinder S. Banga	✓	✓
10	Elect Hal V. Barron	✓	✓
11	Elect Dame Vivienne Cox	✓	✓
12	Elect Lynn L. Elsenhans	✓	✗
13	Elect Laurie H. Glimcher	✓	✓
14	Elect Jesse Goodman	✓	✓
15	Elect Iain J. Mackay	✓	✓
16	Elect Urs Rohner	✓	✓
17	Appointment of Auditor	✓	✓

18	Authority to Set Auditor's Fees	✓	✓
19	Authorisation of Political Donations	✓	✗
20	Authority to Issue Shares w/ Preemptive Rights	✓	✓
21	Authority to Issue Shares w/o Preemptive Rights	✓	✓
22	Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)	✓	✓
23	Authority to Repurchase Shares	✓	✓
24	Approve exemption from statement of the senior statutory auditor's name in published auditors' reports	✓	✓
25	Authority to Set General Meeting Notice Period at 14 Days	✓	✗
26	To approve the employee savings plan.	✓	✗
27	Share Reward Plan 2022	✓	✗
28	Adoption of New Articles	✓	✓

PROXY ANALYSIS

ITEM 01

Accounts and Reports

BOARD POLICY

✓ ✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. After verifying the length of the relationship between the company and the auditing firm, we can confirm the latter's independence. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02

BOARD POLICY

Remuneration Report	✓	✓
Proposer : Board		
A complete analysis of the compensation report shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.		
Vote recorded		
ITEM 03	BOARD	POLICY
Remuneration Policy	✓	✓
Proposer : Board		
A complete analysis of the compensation policy shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.		
Vote recorded		
ITEM 04	BOARD	POLICY
Elect Anne Beal	✓	✓
Proposer : Board		
The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.		
Vote recorded		
ITEM 05	BOARD	POLICY
Elect Harry Dietz	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
Elect Sir Jonathan R. Symonds			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
Elect Emma N. Walmsley			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
Elect Charles A. Bancroft			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY
Elect Manvinder S. Banga			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 10			BOARD	POLICY
Elect Hal V. Barron			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 11			BOARD	POLICY
Elect Dame Vivienne Cox			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 12			BOARD	POLICY
Elect Lynn L. Elsenhans			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 13			BOARD	POLICY
Elect Laurie H. Glimcher			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 14			BOARD	POLICY
Elect Jesse Goodman			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 15	BOARD	POLICY
Elect Iain J. Mackay	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 16	BOARD	POLICY
Elect Urs Rohner	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 17	BOARD	POLICY
Appointment of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 18			BOARD	POLICY
Authority to Set Auditor's Fees			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 19			BOARD	POLICY
Authorisation of Political Donations			✓	✗
Proposer : Board				

Charitable donations could promote executive's interest and not those of the company and other stakeholders. Companies should not influence the democratic process through financial contributions. These donations also mean that less funding is available to develop company projects. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 20			BOARD	POLICY
Authority to Issue Shares w/ Preemptive Rights			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 50% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 21	BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights	✓	✓
Proposer : Board		



It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 22	BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)	✓	✓
Proposer : Board		

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 23	BOARD	POLICY
Authority to Repurchase Shares	✓	✓
Proposer : Board		

Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. This buyback has a well-structured timeline and the price is reasonably limited. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 24			BOARD	POLICY
Approve exemption from statement of the senior statutory auditor's name in published auditors' reports				
Proposer : Board				


This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 25			BOARD	POLICY
Authority to Set General Meeting Notice Period at 14 Days				
Proposer : Board				

This proposal requests the authorization to shorten the delay in calling special meetings from 21 to 14 days, which limits the time available to shareholders to prepare for the meeting. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 26			BOARD	POLICY
To approve the employee savings plan.				
Proposer : Board				

The proposed savings plan does not meet all of the policy criteria. This plan's share-dilution rate is over 5%. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 27			BOARD	POLICY
Share Reward Plan 2022				

Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. The compensation plan includes awards of nil-cost options. This practice is not consistent with the policy. A vote against the proposal was recorded.

Vote recorded

ITEM 28

BOARD POLICY

Adoption of New Articles



Proposer : Board

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER S&P Global Inc. (NYSE:SPGI)	MEETING DATE 2022-05-04 ,
COUNTRY United States	RECORD DATE 2022-04-07
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 78409V104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717028	Genus Fossil Free Canglobe Equity Fund	2800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Marco Alverà	✓	✗
01.02	Elect Jacques Esculier	✓	✓
01.03	Elect Gay Huey Evans	✓	✓
01.04	Elect William D. Green	✓	✗
01.05	Elect Stephanie C. Hill	✓	✓
01.06	Elect Rebecca Jacoby	✓	✗
01.07	Elect Robert P. Kelly	✓	✗
01.08	Elect Ian P. Livingston	✓	✗
01.09	Elect Deborah D. McWhinney	✓	✓
01.10	Elect Maria R. Morris	✓	✓
01.11	Elect Douglas L. Peterson	✓	✓
01.12	Elect Edward B. Rust, Jr.	✓	✗
01.13	Elect Richard E. Thornburgh	✓	✗
01.14	Elect Gregory Washington	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Marco Alverà	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Jacques Esculier	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Gay Huey Evans	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect William D. Green	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Stephanie C. Hill	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Rebecca Jacoby	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according

to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Robert P. Kelly	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Ian P. Livingston	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Deborah D. McWhinney	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Maria R. Morris	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Douglas L. Peterson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY
Elect Edward B. Rust, Jr.	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

		Vote recorded	
ITEM 01.13		BOARD	POLICY
Elect Richard E. Thornburgh		<div>✓</div>	<div>✗</div>
Proposer : Board			

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

		Vote recorded	
ITEM 01.14		BOARD	POLICY
Elect Gregory Washington		<div>✓</div>	<div>✗</div>
Proposer : Board			

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee, the Corporate Governance Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

		Vote recorded	
ITEM 02		BOARD	POLICY

Advisory Vote on Executive Compensation



Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER CSX Corporation (CSX)	MEETING DATE 2022-05-04 ,
COUNTRY United States	RECORD DATE 2022-03-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 126408103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	45700

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Donna M. Alvarado	✓	✗
01.02	Elect Thomas P. Bostick	✓	✗
01.03	Elect James M. Foote	✓	✗
01.04	Elect Steven T. Halverson	✓	✗
01.05	Elect Paul C. Hilal	✓	✗
01.06	Elect David M. Moffett	✓	✓
01.07	Elect Linda H. Riefler	✓	✗
01.08	Elect Suzanne M. Vautrinot	✓	✗
01.09	Elect James L. Wainscott	✓	✓
01.10	Elect J. Steven Whisler	✓	✗
01.11	Elect John J. Zillmer	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Donna M. Alvarado	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Thomas P. Bostick			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect James M. Foote			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Steven T. Halverson			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Paul C. Hilal			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect David M. Moffett			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Linda H. Riefler			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Suzanne M. Vautrinot	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect James L. Wainscott	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect J. Steven Whisler	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect John J. Zillmer			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER NVR Inc. (NYSE:NVR)	MEETING DATE 2022-05-04 ,
COUNTRY United States	RECORD DATE 2022-03-01
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 62944T105

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Paul C. Saville	✓	✗
01.02	Elect C. E. Andrews	✓	✗
01.03	Elect Sallie B. Bailey	✓	✓
01.04	Elect Thomas D. Eckert	✓	✗
01.05	Elect Alfred E. Festa	✓	✗
01.06	Elect Alexandra A. Jung	✓	✗
01.07	Elect Mel Martinez	✓	✗
01.08	Elect David A. Preiser	✓	✗
01.09	Elect W. Grady Rosier	✓	✗
01.10	Elect Susan Williamson Ross	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Paul C. Saville	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect C. E. Andrews			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Sallie B. Bailey			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Thomas D. Eckert			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Alfred E. Festa	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Alexandra A. Jung	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Mel Martinez	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD		POLICY	
Elect David A. Preiser	✓		✗	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD		POLICY	
Elect W. Grady Rosier	✓		✗	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD		POLICY	

Elect Susan Williamson Ross



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Janus Henderson Group PLC (NYSE:JHG)	MEETING DATE 2022-05-04 ,
COUNTRY United Kingdom	RECORD DATE 2022-05-07
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G4474Y214

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	26900

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Alison Davis	✓	✓
01.02	Elect Kalpana Desai	✓	✓
01.03	Elect Jeffrey J. Diermeier	✓	✓
01.04	Elect Kevin Dolan	✓	✓
01.05	Elect Eugene Flood, Jr.	✓	✓
01.06	Elect Edward Garden	✓	✗
01.07	Elect Richard Gillingwater	✓	✗
01.08	Elect Lawrence E. Kochard	✓	✓
01.09	Elect Nelson Peltz	✓	✗
01.10	Elect Angela Seymour-Jackson	✓	✓
02	Approval to Increase the Cap on Aggregate Annual Compensation for Non-Executive Directors	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Frequency of Advisory Vote on Executive Compensation	1	1
05	Approval of the Global Employee Stock Purchase Plan	✓	✓
06	Approval of the 2022 Deferred Incentive Plan	✓	✗
07	Renewal of Authority to Repurchase Common Stock	✓	✓
08	Renewal of Authority to Repurchase CDIs	✓	✓



PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Alison Davis		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Kalpana Desai		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Jeffrey J. Diermeier		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to

oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Kevin Dolan	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Eugene Flood, Jr.	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Edward Garden	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has other significant types of economic relationships with a principal shareholder. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Richard Gillingwater	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Lawrence E. Kochard	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Nelson Peltz	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has other significant types of economic relationships with a principal shareholder. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Angela Seymour-Jackson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Approval to Increase the Cap on Aggregate Annual Compensation for Non-Executive Directors	✓	✓
Proposer : Board		

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. Broad discretionary power is granted to directors regarding the implementation of the share plan. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY

Frequency of Advisory Vote on Executive Compensation

1

1

Proposer : Board

The proposal aims to set, in a non-restrictive manner, the frequency that shareholder will have the opportunity to approve an executive compensation program. It is relevant to allow shareholders a yearly opportunity to voice their concerns. A yearly frequency is in the shareholders' interest and has been selected.

Vote recorded

ITEM 05

BOARD

POLICY

Approval of the Global Employee Stock Purchase Plan

✓

✓

Proposer : Board

The proposed savings plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Approval of the 2022 Deferred Incentive Plan

✓

✗

Proposer : Board

A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

Renewal of Authority to Repurchase Common Stock

✓

✓

Proposer : Board

Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Renewal of Authority to Repurchase CDIs



Proposer : Board

Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09

BOARD POLICY

Reappointment and Remuneration of Auditors



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Gilead Sciences Inc. (GILD)	MEETING DATE 2022-05-04 ,
COUNTRY United States	RECORD DATE 2022-03-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 375558103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	46900

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Jacqueline K. Barton	✓	✓
01.02	Elect Jeffrey A. Bluestone	✓	✓
01.03	Elect Sandra J. Horning	✓	✗
01.04	Elect Kelly A. Kramer	✓	✓
01.05	Elect Kevin E. Lofton	✓	✗
01.06	Elect Harish Manwani	✓	✗
01.07	Elect Daniel P. O'Day	✓	✗
01.08	Elect Javier J. Rodriguez	✓	✓
01.09	Elect Anthony Walters	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Approval of the 2022 Equity Incentive Plan	✓	✗
05	Shareholder Proposal Regarding Independent Chair	✗	✓
06	Shareholder Proposal Regarding Non-Management Employee Representation on the Board	✗	✓
07	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
08	Shareholder Proposal Regarding Lobbying Activities and Values Congruency	✗	✓
09	Shareholder Proposal Regarding Anticompetitive Practices		✓

PROXY ANALYSIS

ITEM 01.01

Elect Jacqueline K. Barton

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

[Vote recorded](#)

ITEM 01.02

Elect Jeffrey A. Bluestone

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

[Vote recorded](#)

ITEM 01.03

Elect Sandra J. Horning

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Kelly A. Kramer	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Kevin E. Lofton	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Harish Manwani	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of

interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Daniel P. O'Day	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. This nominee is both CEO and Chairman. A lead director was appointed, however he is either not deemed independent or has been in place for a period longer than one year, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Javier J. Rodriguez	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Anthony Welters	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of

interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Approval of the 2022 Equity Incentive Plan			✓	✗
Proposer : Board				

The proposed share-based compensation plan does not meet all of the policy criteria. This plan's share-dilution rate is over 5%. The plan makes provisions for share grants to company consultants, suppliers, or contractual employees. A vote against the proposal was recorded.



<hr/>			Vote recorded	
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ITEM 05	BOARD	POLICY
Shareholder Proposal Regarding Independent Chair		

Proposer : United Church Funds

The proposal requests that the roles of Chairman and CEO be made separate. The CEO also acts as Chairman. The Chairman's role of supervising management and his or her independence from management are compromised when the Chairman is also the company's CEO. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding Non-Management Employee Representation on the Board		

Proposer : Jing Zhao

The proponent asks Gilead Sciences to elect a director representing employees to the board. Employees should have the possibility to suggest candidates for this position to the Nominating and Governance Committee. The proponent states that employee representation on the board of Directors would be particularly useful for more informed decision-making on issues critical to the company's success. We note that forms of employee participation in the management of private enterprises are present in Austria, Denmark, Finland, France, Germany, Hungary, Luxembourg, the Netherlands, Norway, Poland, Slovakia, Slovenia, and Sweden. There is no single model of employee representation; their representatives could be nominated directly by employees, unions or other employee committees (<http://bit.ly/2WYwpPo>). Employees and management can engage in win-win relationships, especially in times of economic difficulties. According to a recent study on open non-financial corporations in Denmark, Sweden and Norway during the 2008 financial crisis, those with salaried directors were able to negotiate more easily ways to reduce their labour costs to avoid layoffs, thanks to the ability of salaried directors to reduce information asymmetry and moral hazard inherent in employer-employee contracts (<http://bit.ly/2WuLW2l>). A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07	BOARD	POLICY
Shareholder Proposal Regarding Right to Call Special Meetings		

Proposer : John Chevedden

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Shareholder Proposal Regarding Lobbying Activities and Values Congruency



Proposer : Maryknoll Sisters of St. Dominic, Inc.

The proponent wants to ensure that lobbying expenditures are aligned with the company's values. Several lobbying efforts undertaken or funded by the company run counter to its publicly stated values. The company's CEO sits on the board of PhRMA, a conservative organization that opposes government action to address drug pricing. It would be useful for shareholders to be able to determine whether the company's lobbying activities are damaging its reputation. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09

BOARD POLICY

Shareholder Proposal Regarding Anticompetitive Practices



Proposer : Mercy Investment Services

Given the serious concerns that have been expressed about the impact of derivatives on the financial system's stability, it is proposed that the company make public the information on its direct or indirect involvement in this kind of activity. The company is acting as a good corporate citizen and in the best interest of the shareholders by demonstrating transparency and by respecting the shareholders' right to information. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER General Dynamics Corporation (GD)	MEETING DATE 2022-05-04 ,
COUNTRY United States	RECORD DATE 2022-03-09
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 369550108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	55000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect James S. Crown	✓	✗
01.02	Elect Rudy F. deLeon	✓	✓
01.03	Elect Cecil D. Haney	✓	✗
01.04	Elect Mark M. Malcolm	✓	✓
01.05	Elect James N. Mattis	✓	✗
01.06	Elect Phebe N. Novakovic	✓	✗
01.07	Elect C. Howard Nye	✓	✗
01.08	Elect Catherine B. Reynolds	✓	✓
01.09	Elect Laura J. Schumacher	✓	✗
01.10	Elect Robert K. Steel	✓	✗
01.11	Elect John G. Stratton	✓	✗
01.12	Elect Peter A. Wall	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Independent Chair	✗	✓
05	Shareholder proposal requesting that the Board of Directors report on the company's due diligence process to identify, assess, prevent, mitigate and remediate actual and potential adverse human rights impacts associated with its high-risk products and services, including those in conflict zones.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect James S. Crown	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee, the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Rudy F. deLeon	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Cecil D. Haney	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the

board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Mark M. Malcolm			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect James N. Mattis			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Phebe N. Novakovic			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman. A lead director was appointed, however he is either not deemed independent or has been in place for a period longer than one year, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect C. Howard Nye	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Martin Marietta Materials and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Catherine B. Reynolds	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Laura J. Schumacher	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Robert K. Steel	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect John G. Stratton	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY

Elect Peter A. Wall



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY



Proposer : John Chevedden

The proposal requests that the roles of Chairman and CEO be made separate. The CEO also acts as Chairman. The Chairman's role of supervising management and his or her independence from management are compromised when the Chairman is also the company's CEO. This type of proposal generally receives significant approval rates. Furthermore, this separation is an excellent governance practice. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder proposal requesting that the Board of Directors report on the company's due diligence process to identify, assess, prevent, mitigate and remediate actual and potential adverse human rights impacts associated with its high-risk products and services, including those in conflict zones.



Proposer : Franciscan Sisters of Allegany

Companies directly or indirectly related to human rights violations are exposed to financial, legal, operational, and reputational risks, and even to boycott and disinvestment, which can adversely affect shareholder value. The adoption of a policy on human rights and a code of conduct for its suppliers that is credible, complete, and consistent with internationally recognized standards, allows mitigating these risks, insofar as the company ensures compliance with its policies through recognized independent auditors. They should also put in place a due diligence process to effectively identify, assess, prevent and mitigate actual and potential negative human rights impacts that they may have or to which they may contribute through their own activities or which may arise directly from their activities, products or services through their commercial relationships, as required by the United Nations Guiding Principles on Business and Human Rights. In the case of General Dynamics, we note that the company operates in a high-risks industry for human rights risk area as well as in conflict-affected areas, including the Middle East and Israel, where the risk of human rights violations is higher. It has a human rights statement and standards for its supply chain, in the absence of a formal or, at least, public supplier code of conduct. These very high-level documents are vague on human rights, focus primarily on compliance with local laws, and make no reference to the Universal Declaration of Human Rights and the International Labour Organization's (ILO) fundamental conventions, which are important and internationally recognized normative references. Therefore, they have many shortcomings. While the Company recognizes that it has a special responsibility associated with its lethal products and services, it appears to believe that it can meet this responsibility through strict compliance with applicable laws and regulations relating to the export and end use of its products and services. However, compliance with the laws of any State, including the United States, can in no way assure a company that its activities will not adversely affect human rights and protect it from the various risks associated with these rights. As an example, the company has been associated with the Trump administration's zero tolerance immigration policy and the scandal of children being separated from their families. In addition, it has not established a human rights-based due diligence process. Finally, we should add that it has contracts related to nuclear weapons, which exposes it to increased risks of reputational damage, divestment and exclusion due to the entry into force in 2021 of the Treaty on the Prohibition of Nuclear Weapons, which currently has 60 States parties. Since the adoption of this international treaty in 2017, 101 banks, insurance companies, pension funds and asset managers around the world have restricted their investments in this controversial industry. It therefore appears relevant and reasonable that investors have more information on how the company identifies, assesses, manages, monitors and mitigates human rights risks associated with its activities, its supply chain and its products. A vote in favour of the proposal was recorded.

PROXY SUMMARY

ISSUER Barrick Gold Corporation (ABX)	MEETING DATE 2022-05-03 ,
COUNTRY Canada	RECORD DATE 2022-03-04
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 67901108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	30100
000442088	Genus Global Alpha fund	44600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect D. Mark Bristow	✓	II
01.02	Elect Helen Cai	✓	✓
01.03	Elect Gustavo A. Cisneros	✓	II
01.04	Elect Christopher L. Coleman	✓	II
01.05	Elect J. Michael Evans	✓	✓
01.06	Elect Brian L. Greenspun	✓	II
01.07	Elect J. Brett Harvey	✓	II
01.08	Elect Anne Kabagambe	✓	✓
01.09	Elect Andrew J. Quinn	✓	✓
01.10	Elect Loreto Silva Rojas	✓	II
01.11	Elect John L. Thornton	✓	II
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect D. Mark Bristow	✓	II

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Helen Cai				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Gustavo A. Cisneros				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Christopher L. Coleman				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect J. Michael Evans		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Brian L. Greenspun		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY

Elect J. Brett Harvey



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Anne Kabagambe



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Andrew J. Quinn



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Loreto Silva Rojas



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.


Vote recorded

ITEM 01.11	BOARD	POLICY
Elect John L. Thornton		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is the Executive Chairman of the Board. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees		

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation		

Proposer : Board

The CEO was paid more than 200 times the average pay of Canadians. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Pool Corporation (POOL)	MEETING DATE 2022-05-03 ,
COUNTRY United States	RECORD DATE 2022-03-15
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 73278L105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	1300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Peter D. Arvan	✓	✗
01.02	Elect Martha S. Gervasi	✓	✓
01.03	Elect Timothy M. Graven	✓	✗
01.04	Elect Debra S. Oler	✓	✓
01.05	Elect Manuel J. Perez de la Mesa	✓	✗
01.06	Elect Harlan F. Seymour	✓	✗
01.07	Elect Robert C. Sledd	✓	✗
01.08	Elect John E. Stokely	✓	✗
01.09	Elect David G. Whalen	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Peter D. Arvan	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Martha S. Gervasi	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Timothy M. Graven	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Debra S. Oler	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Manuel J. Perez de la Mesa	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He received a significant sum of money during a single year (compensation or fees). A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Harlan F. Seymour	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Robert C. Sledd	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect John E. Stokely	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect David G. Whalen	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

After a complete analysis of the compensation plan, it is noted that it does not meet all the criteria of the policy. The overall dilution rate is greater than 10%.A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Canfor Corporation (CFP)	MEETING DATE 2022-05-03 ,
COUNTRY Canada	RECORD DATE 2022-03-16
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 137576104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717059	Genus Pooled Funds - Fossil Free Impact Equiy Component - 160717059	114200

ITEM	PROPOSAL	BOARD	POLICY
01	Board Size	✓	✗
02.01	Elect John R. Baird	✓	
02.02	Elect Ryan Barrington-Foote	✓	
02.03	Elect Glen Clark	✓	
02.04	Elect Dieter W. Jentsch	✓	
02.05	Elect Donald B. Kayne	✓	
02.06	Elect Anders Ohlner	✓	✓
02.07	Elect Conrad A. Pinette	✓	
02.08	Elect M. Dallas H. Ross	✓	
02.09	Elect Ross S. Smith	✓	
02.10	Elect Frederick T. Stimpson III	✓	
02.11	Elect William W. Stinson	✓	
02.12	Elect Sandra Stuart	✓	✓
02.13	Elect Dianne Watts	✓	
03	Appointment of Auditor	✓	

PROXY ANALYSIS

ITEM 01	BOARD	POLICY

Board Size		
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Proposer : Board

The proposed size, which is within the range of 5 to 17 board members stipulated in the policy, will allow the board to be effective. This proposal asks for setting the number of board members when the board is not composed of two-thirds independent directors. A vote against the proposal was recorded.

Vote recorded

ITEM 02.01	BOARD	POLICY
Elect John R. Baird		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.02	BOARD	POLICY
Elect Ryan Barrington-Foote		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on the Audit Committee and the Compensation Committee. He has other significant types of economic relationships with a principal shareholder. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.03	BOARD	POLICY
Elect Glen Clark		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has other significant types of economic relationships with a principal shareholder. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.04	BOARD	POLICY
Elect Dieter W. Jentsch		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.05	BOARD	POLICY
Elect Donald B. Kayne		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.06	BOARD	POLICY

Elect Anders Ohlner



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02.07

BOARD

POLICY

Elect Conrad A. Pinette



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.08

BOARD

POLICY

Elect M. Dallas H. Ross



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.09

BOARD

POLICY

Elect Ross S. Smith

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.10	BOARD	POLICY
Elect Frederick T. Stimpson III	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.11	BOARD	POLICY
Elect William W. Stinson	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.12	BOARD	POLICY

Elect Sandra Stuart



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02.13

BOARD

POLICY

Elect Dianne Watts



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Appointment of Auditor



Proposer : Board

More than 25% of the fees paid to the firm were for services other than financial auditing. In the absence of the option against, an abstention was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Meg Energy Corporation (MEG)	MEETING DATE 2022-05-03 ,
COUNTRY Canada	RECORD DATE 2022-03-16
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 552704108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	43600
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	192700

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Ian D. Bruce	✓	✓
01.02	Elect Derek W. Evans	✓	✓
01.03	Elect Grant D. Billing	✓	⏸
01.04	Elect Robert B. Hodgins	✓	⏸
01.05	Elect Kim Lynch Proctor	✓	✓
01.06	Elect Susan M. MacKenzie	✓	✓
01.07	Elect Jeffrey J. McCaig	✓	✓
01.08	Elect James D. McFarland	✓	⏸
01.09	Elect Diana J. McQueen	✓	✓
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Approval of Unallocated Stock Options Under the Stock Option Plan	✓	✗
04	Approval of Unallocated Treasury-Settled Restricted Share Units Under the Restricted Share Unit Plan	✓	✗
05	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Ian D. Bruce	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Derek W. Evans	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Grant D. Billing	✓	
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman Secure Energy Services inc and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Robert B. Hodgins	✓	
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 12 years. He is the Chairman of Gran Tierra Energy and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Kim Lynch Proctor			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Susan M. MacKenzie			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Jeffrey J. McCaig			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect James D. McFarland			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Diana J. McQueen			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees			<div>✓</div>	<div>✓</div>
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Approval of Unallocated Stock Options Under the Stock Option Plan	✓	✗
Proposer : Board		

The policy is opposed to share option plans for directors. The speculative nature of options could encourage directors to favour the short-term stock price at the expense of creating long-term value. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Approval of Unallocated Treasury-Settled Restricted Share Units Under the Restricted Share Unit Plan	✓	✗
Proposer : Board		

The proposed share-based compensation plan does not meet all of the policy criteria. The plan makes provisions for share grants to company consultants, suppliers, or contractual employees. A vote against the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✓
Proposer : Board		

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

PROXY SUMMARY

ISSUER Bristol-Myers Squibb Company (BMY)	MEETING DATE 2022-05-03 ,
COUNTRY United States	RECORD DATE 2022-03-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 110122108

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Peter J. Arduini	✓	✗
01.02	Elect Giovanni Caforio	✓	✗
01.03	Elect Julia A. Haller	✓	✗
01.04	Elect Manuel Hidalgo Medina	✓	✗
01.05	Elect Paula A. Price	✓	✗
01.06	Elect Derica W. Rice	✓	✗
01.07	Elect Theodore R. Samuels, II	✓	✗
01.08	Elect Gerald Storch	✓	✗
01.09	Elect Karen H. Vousden	✓	✓
01.10	Elect Phyllis R. Yale	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✗
04	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
05	Shareholder Proposal Regarding Independent Chair	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Peter J. Arduini	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Giovanni Caforio	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Julia A. Haller	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY

Elect Manuel Hidalgo Medina



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Paula A. Price



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Derica W. Rice



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Theodore R. Samuels, II	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Gerald Storch	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Karen H. Vousden	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Phyllis R. Yale	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Ratification of Auditor	✓	✗
Proposer : Board		

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Shareholder Proposal Regarding Right to Call Special Meetings



Proposer : Kenneth Steiner

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Shareholder Proposal Regarding Independent Chair



Proposer : Mercy Investment Services inc.

The proposal requests that the roles of Chairman and CEO be made separate. The CEO also acts as Chairman. The Chairman's role of supervising management and his or her independence from management are compromised when the Chairman is also the company's CEO. This type of proposal generally receives significant approval rates. Furthermore, this separation is an excellent governance practice. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Omnicom Group Inc. (OMC)	MEETING DATE 2022-05-03 ,
COUNTRY United States	RECORD DATE 2022-03-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 681919106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	37600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect John D. Wren	✓	✗
01.02	Elect Mary C. Choksi	✓	✗
01.03	Elect Leonard S. Coleman, Jr.	✓	✗
01.04	Elect Mark D. Gerstein	✓	✓
01.05	Elect Ronnie S. Hawkins	✓	✓
01.06	Elect Deborah J. Kissire	✓	✓
01.07	Elect Gracia C. Martore	✓	✓
01.08	Elect Patricia Salas Pineda	✓	✓
01.09	Elect Linda Johnson Rice	✓	✗
01.10	Elect Valerie M. Williams	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Political Contributions and Expenditures Report	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect John D. Wren	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Mary C. Choksi			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Leonard S. Coleman, Jr.			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Mark D. Gerstein			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Ronnie S. Hawkins			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Deborah J. Kissire			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Gracia C. Martore			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Patricia Salas Pineda			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Linda Johnson Rice			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Valerie M. Williams			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO to median employee pay ratio was 395 : 1. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Shareholder Proposal Regarding Political Contributions and Expenditures Report	✗	✓
Proposer : John Chevedden		

Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. It is in the shareholders' interest that the company disclose all information on its lobbying efforts, because there are risks to the company's reputation. The proposal is deemed reasonable. It is in shareholders' interest and could be produced at a low cost since the report would only be published on the company's website. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Imperial Oil Ltd (IMO)	MEETING DATE 2022-05-03 ,
COUNTRY Canada	RECORD DATE 2022-03-04
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 453038408

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	8300
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	71800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect D.W. (David) Cornhill	✓	II
01.02	Elect B.W. (Bradley) Corson	✓	II
01.03	Elect M.R. (Matthew) Crocker	✓	II
01.04	Elect K.T. (Krystyna) Hoeg	✓	II
01.05	Elect M.C. (Miranda) Hubbs	✓	II
01.06	Elect J.M. (Jack) Mintz	✓	II
01.07	Elect D.S. (David) Sutherland	✓	II
02	Appointment of PwC as Auditor	✓	✓
03	Shareholder Proposal Regarding Oil and Gas Capital Expenditures Policy	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect D.W. (David) Cornhill	✓	II

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect B.W. (Bradley) Corson		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman. A lead director was appointed, however he is either not deemed independent or has been in place for a period longer than one year, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect M.R. (Matthew) Crocker		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with a principal shareholder. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect K.T. (Krystyna) Hoeg		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect M.C. (Miranda) Hubbs		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect J.M. (Jack) Mintz		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07**BOARD****POLICY**

Elect D.S. (David) Sutherland

**Proposer : Board**

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded**ITEM 02****BOARD****POLICY**

Appointment of PwC as Auditor

**Proposer : Board**

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded**ITEM 03****BOARD****POLICY**

Shareholder Proposal Regarding Oil and Gas Capital Expenditures Policy

**Proposer : Comité syndical national de retraite Bâtirente Inc**

Conflict of interest statement: GIR wishes to inform you that it has a business relationship with the proponent of this proposal. In no way do we believe that this relationship impairs our judgment and ability to apply the criteria of your policy. If you have any questions regarding this statement, please do not hesitate to contact us. The International Energy Agency (IEA) 2021 report proposes three evolution scenarios for the energy sector over the coming decades. One scenario is for net-zero by 2050 (NZE). In this scenario, the share of fossil fuels in the global energy mix falls from about 80% today to just over 20% in 2050. The IEA clarifies that "the rapid drop in oil and natural gas demand in the NZE means that no fossil fuel exploration is required and no new oil and natural gas fields are required beyond those that have already been approved for development." The adoption of a policy aimed at aligning capital expenditures with the NZE, as recommended by the author of

the proposal, is therefore not at odds with the pursuit of "responsible exploration and development", which is what management argues in its response. Executives should define the scope of the policy in light of the NZE scenario and may determine that drilling of new wells and expansion of existing fields are not excluded. Such a policy would not be a fundamental change from the current path, but would provide investors with a reasonable level of assurance that the company is pursuing a prudent strategy in light of the uncertainty surrounding future demand. Investors will increasingly reward oil and gas companies that set long-term GHG reduction targets, including Scope 3 emissions. We believe that the Scope 3 emission reduction targets for oil and gas companies should include the notion of limiting the growth of reserves, otherwise Imperial Oil's transition plan may be viewed less favorably by investors. Furthermore, ignoring this notion could increase the risk of competition from other companies in the sector that have chosen to limit exploration and reallocate these capital expenditures to low-carbon energy production, thereby diversifying their exposure and risk. According to the Pembina Institute, "Despite successful efforts to reduce emissions intensity per barrel in the last decade, Canadian crude oil remains some of the most carbon intensive in the world." Oil and gas is Canada's largest emitting sector, accounting for 26% of greenhouse gas emissions in 2019. In its report Decarbonizing Canada's oil and gas supply, the Pembina Institute calculated that the oil and gas industry could match Canada's reduction target and achieve a 45% reduction from 2005 levels by 2030. Limiting growth projects is one of the main options put forward by the study to reduce emissions. Phasing out exploration and development of new deposits would therefore help manage the regulatory risks associated with more stringent future emissions caps. Such a policy would strengthen Imperial Oil's emissions reduction plan and give investors a reasonable level of assurance that the company's business strategy is resilient in a net-zero trajectory like that described in the IEA's net-zero emissions scenario. It would also support the company's ability to comply with emission caps and other regulations. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Eli Lilly and Company Ltd (LLY)	MEETING DATE 2022-05-02 ,
COUNTRY United States	RECORD DATE 2022-02-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 532457108

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Raul Alvarez	✓	✗
01.02	Elect Kimberly H. Johnson	✓	✓
01.03	Elect Juan R. Luciano	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Repeal of Classified Board	✓	✓
05	Elimination of Supermajority Requirements	✓	✓
06	Amendment to Articles to Allow Shareholders to Amend Bylaws	✓	✓
07	Shareholder Proposal Regarding Independent Chair	✗	✓
08	Shareholder Proposal Regarding Lobbying Report	✗	✓
09	Shareholder Proposal Regarding Report on Alignment of Lobbying Activities with Company Policies	✗	✓
10	Shareholder Proposal Regarding Anticompetitive Practices	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Raul Alvarez	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Kimberly H. Johnson			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Juan R. Luciano			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Archer-Daniels-Midland and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Besides, executive compensation does not consider any ESG factor. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Repeal of Classified Board	✓	✓
Proposer : Board		

The Board is made up of directors whose terms of office are staggered, which is known to have a significant negative impact on the value of the shareholders' holdings. It is in the shareholders' interest that the directors be required to renew their mandate each year. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Elimination of Supermajority Requirements	✓	✓
Proposer : Board		

Excepting decisions related to major transactions such as a reorganisation of the company, the simple majority may be enough to ratify the proposals of the assembly. This proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
Amendment to Articles to Allow Shareholders to Amend Bylaws			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
Shareholder Proposal Regarding Independent Chair			<div>✗</div>	<div>✓</div>
Proposer : Legal & General Investment Management America, Inc.			<hr/>	

The proposal requests that the roles of Chairman and CEO be made separate. The CEO also acts as Chairman. The Chairman's role of supervising management and his or her independence from management are compromised when the Chairman is also the company's CEO. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
Shareholder Proposal Regarding Lobbying Report			<div>✗</div>	<div>✓</div>
Proposer : SEIU Master Trust			<hr/>	

This proposal asks the company to disclose its lobbying activity and its policies governing this activity. This is a reasonable proposal that improve the transparency of the company's efforts to influence public policy. It is in the shareholders' interest that the company disclose all information on its lobbying efforts, because there are risks to the company's reputation. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY

Shareholder Proposal Regarding Report on Alignment of Lobbying Activities with Company Policies



Proposer : CommonSpirit Health

The proponent's request is to ensure that the company does not engage in activities that would be inconsistent with its values or internal policies. One of the concerns of the proponent is that the company's CEO is chairman of the board of the Pharmaceutical Research and Manufacturers of America, which has raised several hundred million dollars in funding for other organizations to oppose Congressional efforts on drug pricing reform. In addition, Eli Lilly is among the pharmaceutical companies that paid \$1.6 million to lawmakers that were likely to oppose drug pricing reforms in the Build Back Better Act in the first half of 2021. These two examples justify the company clarifying its public positions and the scope of its lobbying activities. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD

POLICY

Shareholder Proposal Regarding Anticompetitive Practices



Proposer : Trinity Health

It is in the shareholders' interest that the company disclose all information regarding the competition, because there are risks to the company's reputation and to its actual performance. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Tourmaline Oil Corporation (TOU)	MEETING DATE 2022-05-01 ,
COUNTRY Canada	RECORD DATE 2022-04-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 89156V106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	25800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Michael L. Rose	✓	II
01.02	Elect Brian G. Robinson	✓	II
01.03	Elect Jill T. Angevine	✓	II
01.04	Elect William D. Armstrong	✓	II
01.05	Elect Lee A. Baker	✓	II
01.06	Elect John W. Elick	✓	✓
01.07	Elect Andrew B. MacDonald	✓	II
01.08	Elect Lucy M. Miller	✓	II
01.09	Elect Janet L. Weiss	✓	✓
01.10	Elect Ronald C. Wigham	✓	II
02	Appointment of Auditor and Authority to Set Fees	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Michael L. Rose	✓	II
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Brian G. Robinson		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Jill T. Angevine		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect William D. Armstrong		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Lee A. Baker		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect John W. Elick		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.



Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Andrew B. MacDonald		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. This nominee sits on a Compensation Committee that approved a compensation plan that goes against the policy. The CEO is also chair of the board. This

arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Lucy M. Miller		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. This nominee sits on a Compensation Committee that approved a compensation plan that goes against the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Janet L. Weiss		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Ronald C. Wigham		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. This nominee sits on a Compensation Committee that approved a compensation plan that goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees			<div>✓</div>	<div>✓</div>
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Altagas Ltd (ALA)	MEETING DATE 2022-04-29 ,
COUNTRY Canada	RECORD DATE 2022-03-10
MEETING LOCATION	
MEETING TYPE Annual and extraordinary	SECURITIES 021361100

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	30100
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	116300
160717031	Genus Pooled Funds - 160717031	210900

ITEM	PROPOSAL	BOARD	POLICY
01	Appointment of Auditor and Authority to Set Fees	✓	✓
02.01	Elect Victoria Calvert	✓	✓
02.02	Elect David W. Cornhill	✓	✓
02.03	Elect Randall L. Crawford	✓	✓
02.04	Elect Jon-Al Duplantier	✓	✓
02.05	Elect Robert B. Hodgins	✓	⏸
02.06	Elect Cynthia Johnston	✓	✓
02.07	Elect Pentti O. Karkkainen	✓	✓
02.08	Elect Phillip Knoll	✓	✓
02.09	Elect Linda G. Sullivan	✓	✓
02.10	Elect Nancy G. Tower	✓	✓
03	Approval of Unallocated Options Under the Option Plan	✓	✗
04	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Appointment of Auditor and Authority to Set Fees	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02.01			BOARD	POLICY
Elect Victoria Calvert			<div>✓</div>	<div>✓</div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.02			BOARD	POLICY
Elect David W. Cornhill			<div>✓</div>	<div>✓</div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.03			BOARD	POLICY
Elect Randall L. Crawford			<div>✓</div>	<div>✓</div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief

executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.04			BOARD	POLICY
Elect Jon-Al Duplantier			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.05			BOARD	POLICY
Elect Robert B. Hodgins			<div>✓</div>	<div> </div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.06			BOARD	POLICY
Elect Cynthia Johnston			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.07	BOARD	POLICY
Elect Pentti O. Karkkainen	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.08	BOARD	POLICY
Elect Phillip Knoll	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.09	BOARD	POLICY
Elect Linda G. Sullivan	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.10	BOARD	POLICY
Elect Nancy G. Tower	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Approval of Unallocated Options Under the Option Plan	✓	✗
Proposer : Board		

A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. The plan is also intended for consultants, service providers and other contractual employees and therefore does not comply with the policy. The proposal is not consistent with the policy. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Compensation includes a share-option plan that do not meet policy criteria. The plan is also intended for consultants, service providers and other contractual employees and therefore does not comply with the policy. A vote against the proposal was recorded.

PROXY SUMMARY

ISSUER Kellogg Company (K)	MEETING DATE 2022-04-29 ,
COUNTRY United States	RECORD DATE 2022-03-01
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 487836108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	43900

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Roderick Gillum	✓	✓
01.02	Elect Mary A. Laschinger	✓	✗
01.03	Elect Erica L. Mann	✓	✓
01.04	Elect Carolyn Tastad	✓	✗
02	Advisory Vote on Executive Compensation	✓	✓
03	Ratification of Auditor PricewaterhouseCoopers LLP	✓	✓
04	Approval of the 2022 Long-Term Incentive Plan	✓	✗
05	Shareholder Proposal Regarding Employee Salary Considerations When Setting Executive Compensation	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Roderick Gillum	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Mary A. Laschinger	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Erica L. Mann	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Carolyn Tastad	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
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Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation policy shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor PricewaterhouseCoopers LLP



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Approval of the 2022 Long-Term Incentive Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. The policy is opposed to the use of share-option-based compensation plans for directors. The share option plan does not exclude consultants and other suppliers. A vote against the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder Proposal Regarding Employee Salary Considerations When Setting Executive Compensation



Proposer : N/D

This proposal calls for considering the salary range of employees in setting CEO compensation goals. This would provide a simple tool for measuring the reasonableness of executive compensation, as well as an unbiased comparison between the CEO's compensation and that of the average employee. Incorporating the employee salary range into the CEO's compensation goals can provide a relative measure of the company's performance in terms of integrating social criteria, a dimension that takes into account the salary offered to employees. It therefore seems appropriate to adopt this proposal. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Edison International (EIX)	MEETING DATE 2022-04-28 ,
COUNTRY United States	RECORD DATE 2022-03-04
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 281020107

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	83500

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Jeanne Beliveau-Dunn	✓	✓
01.02	Elect Michael C. Camuñez	✓	✗
01.03	Elect Vanessa C.L. Chang	✓	✗
01.04	Elect James T. Morris	✓	✓
01.05	Elect Timothy T. O'Toole	✓	✓
01.06	Elect Pedro J. Pizarro	✓	✓
01.07	Elect Marcy L. Reed	✓	✓
01.08	Elect Carey A. Smith	✓	✗
01.09	Elect Linda G. Stuntz	✓	✗
01.10	Elect Peter J. Taylor	✓	✗
01.11	Elect Keith Trent	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Jeanne Beliveau-Dunn	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Michael C. Camuñez	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Vanessa C.L. Chang	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect James T. Morris	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Timothy T. O'Toole	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Pedro J. Pizarro	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Marcy L. Reed	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Carey A. Smith			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Linda G. Stuntz			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Peter J. Taylor			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Keith Trent	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Toromont Industries Ltd (TIH)	MEETING DATE 2022-04-28 ,
COUNTRY Canada	RECORD DATE 2022-03-14
MEETING LOCATION	
MEETING TYPE Mix	SECURITIES 891102105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717016	Genus Fossil Free Dividend Equity Fund	13600
160717027	Genus Fossil Free Canglobe Equity Fund	19900

ITEM	PROPOSAL	BOARD	POLICY
01.01	Election Of Director: Peter J. Blake	✓	✓
01.02	Election Of Director: Benjamin D. Cherniavsky	✓	✓
01.03	Election Of Director: Jeffrey S. Chisholm	✓	✗
01.04	Election Of Director: Cathryn E. Cranston	✓	✓
01.05	Election Of Director: Sharon L. Hodgson	✓	✓
01.06	Election Of Director: Scott J. Medhurst	✓	✓
01.07	Election Of Director: Frederick J. Mifflin	✓	✓
01.08	Election Of Director: Katherine A. Rethy	✓	✓
01.09	Election Of Director: Richard G. Roy	✓	✓
02	To appoint ernst & young llp	✓	✓
03	To approve a non-binding advisory resolution accepting the corporation's approach to executive compensation	✓	✗
04	To approve an ordinary resolution approving the corporation's long term incentive plan	✓	✓
05	Shareholder proposal to report to shareholders on the extent to which Toromont Industries Ltd.'s policies and practices regarding Indigenous community relations, recruitment and advancement of Indigenous employees, internal education on Indigenous reconciliation, and procurement from Indigenous-owned businesses compare to or are certified by external Indigenous-led standards of practice.	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Election Of Director: Peter J. Blake	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Election Of Director: Benjamin D. Cherniavsky	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Election Of Director: Jeffrey S. Chisholm	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Election Of Director: Cathryn E. Cranston	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Election Of Director: Sharon L. Hodgson			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Election Of Director: Scott J. Medhurst			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Election Of Director: Frederick J. Mifflin			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Election Of Director: Katherine A. Rethy			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Election Of Director: Richard G. Roy			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
To appoint ernst & young llp			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
To approve a non-binding advisory resolution accepting the corporation's approach to executive compensation	✓	✗

Proposer : Board

A complete analysis of the compensation policy shows that it does not meet all of the policy criteria. Compensation includes a share-option plan that does not meet all of the policy criteria. The grant of stock options is not linked to any performance criteria. The vesting schedule is not in line with the 3 years stipulated in the policy or is not linked to performance targets. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
To approve an ordinary resolution approving the corporation's long term incentive plan	✓	✓

Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder proposal to report to shareholders on the extent to which Toromont Industries Ltd.'s policies and practices regarding Indigenous community relations, recruitment and advancement of Indigenous employees, internal education on Indigenous reconciliation, and procurement from Indigenous-owned businesses compare to or are certified by external Indigenous-led standards of practice.	✓	✓

Proposer : Board

Conflict of interest statement: GIR wishes to inform you that it maintains a business relationship with the representative of the Atkison Foundation, which submitted this proposal. In any case, we believe that this relationship affects our judgment and our ability to apply the criteria of your policy. We remain at your disposal for any questions about this statement. Following a productive dialogue between Toromont and SHARE, as the proponent's representative, the Board

recommends supporting the proposal. It admits that it can be important for investors to have clear and consistent information about the company's approach to dealing with Indigenous communities, recruiting and promoting Indigenous employees, and training on reconciliation with Indigenous people, in order to better understand its approach and position compared to that of its peers. This more comprehensive disclosure should provide shareholders with a better understanding of how Toromont incorporates diversity practices into its operations and how it engages with Indigenous communities. This information will also make it possible to better assess the risks to which the company is exposed and to better understand the measures and programs put in place to promote equity, diversity, and inclusion, as well as to break down the barriers to the hiring, retention, and advancement of members of Indigenous communities. It is important to stress, however, that in order for shareholders to truly appreciate the effectiveness of these efforts and the relevance of those measures and programs, as well as to measure the progress of the company, it will be necessary that the company provides them with detailed quantitative data. Let us recall that companies that do not respect the principle of employment equity are exposed to financial, legal, and reputational risks, as well as risks of disinvestment by responsible investors. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offers many advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of groupthink and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. Thus, according to a report released by McKinsey & Company in May 2020, companies with the most diverse management teams are more likely than ever to perform better than their peers. This study indicates that companies in the top quartile for ethnic and cultural diversity are now 36% more likely to have above-average profitability than those in the fourth quartile. Finally, it should be noted that the proposal, which also addresses the issue of Indigenous rights, echoes several elements of the Call to Action No. 92 of the Truth and Reconciliation Commission, which reminds corporations that they have a critical role to play in reconciliation with Indigenous peoples. In this regard, it is worth noting that, according to a study by the Reconciliation and Responsible Investment Initiative (RRII), more and more public companies are referring to Indigenous peoples in their diversity policies in their jurisdictions, openly prioritizing Indigenous employment, partnering with Indigenous agencies or organizations to increase hiring, and disclosing formal commitments to uphold Indigenous rights. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Celestica Inc. (CLS)	MEETING DATE 2022-04-28 ,
COUNTRY Canada	RECORD DATE 2022-03-11
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 15101Q108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	59800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Robert A. Cascella	✓	✗
01.02	Elect Deepak Chopra	✓	✗
01.03	Elect Daniel P. DiMaggio	✓	✗
01.04	Elect Laurette T. Koellner	✓	✗
01.05	Elect Robert A. Mionis	✓	✗
01.06	Elect Luis A. Müller	✓	✗
01.07	Elect Carol S. Perry	✓	✗
01.08	Elect Tawfiq Popatia	✓	✗
01.09	Elect Michael M. Wilson	✓	✗
02	Appointment of Auditor	✓	✓
03	Authority to Set Auditor's Fees	✓	✓
04	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Robert A. Cascella	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Deepak Chopra	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Daniel P. DiMaggio	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Laurette T. Koellner	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She has been on the board for over 10 years. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Robert A. Mionis	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Luis A. Müller	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Carol S. Perry	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD POLICY

Elect Tawfiq Popatia



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a representative of Onex, a shareholder of the company, on the board of directors. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD POLICY

Elect Michael M. Wilson



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD POLICY

Appointment of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Authority to Set Auditor's Fees



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Agnico-Eagle Mines Ltd (AEM)	MEETING DATE 2022-04-28 ,
COUNTRY Canada	RECORD DATE 2022-03-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 8474108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	41349

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Leona Aglukkaq	✓	✓
01.02	Elect Ammar Aljoundi	✓	II
01.03	Elect Sean Boyd	✓	II
01.04	Elect Martine A. Celej	✓	II
01.05	Elect Robert J. Gemmell	✓	II
01.06	Elect Jonathan Gill	✓	✓
01.07	Elect Peter Grosskopf	✓	II
01.08	Elect Elizabeth Lewis-Gray	✓	✓
01.09	Elect Deborah A. McCombe	✓	✓
01.10	Elect Jeffrey S. Parr	✓	II
01.11	Elect J. Merfyn Roberts	✓	II
01.12	Elect Jamie C. Sokalsky	✓	II
02	Appointment of Auditor and Authority to Set Fees	✓	✓
03	Amendment to Incentive Share Purchase Plan	✓	✓
04	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect Leona Aglukkaq



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Ammar Aljoundi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Sean Boyd



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Martine A. Celej



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Robert J. Gemmell		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Jonathan Gill		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY

Elect Peter Grosskopf

✓

||

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is CEO of Sprott inc. and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Elizabeth Lewis-Gray	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Deborah A. McCombe	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
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Elect Jeffrey S. Parr



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect J. Merfyn Roberts



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.12

BOARD

POLICY

Elect Jamie C. Sokalsky



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Appointment of Auditor and Authority to Set Fees			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Amendment to Incentive Share Purchase Plan			✓	✓
Proposer : Board				

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The long-term incentive plan allows awards to be paid for below average performance. A vote against the proposal was recorded.

<hr/>			Vote recorded	
Warning: Vote recommendations contained in this document are solely produced in conformity with your custom proxy voting policy and do not represent Groupe investissement responsable inc. views, thoughts or opinions. The recommendations are based on publicly				

PROXY SUMMARY

ISSUER Snap-on Incorporated (NYSE:SNA)	MEETING DATE 2022-04-28 ,
COUNTRY United States	RECORD DATE 2022-02-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 833034101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	4300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect David C. Adams	✓	✗
01.02	Elect Karen L. Daniel	✓	✗
01.03	Elect Ruth Ann M. Gillis	✓	✗
01.04	Elect James P. Holden	✓	✗
01.05	Elect Nathan J. Jones	✓	✗
01.06	Elect Henry W. Knueppel	✓	✗
01.07	Elect W. Dudley Lehman	✓	✗
01.08	Elect Nicholas T. Pinchuk	✓	✗
01.09	Elect Gregg M. Sherrill	✓	✗
01.10	Elect Donald J. Stebbins	✓	✗
02	Ratification of Auditor	✓	✗
03	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect David C. Adams	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Karen L. Daniel	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Ruth Ann M. Gillis	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect James P. Holden	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Nathan J. Jones		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Henry W. Knueppel		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.


Vote recorded

ITEM 01.07	BOARD	POLICY
Elect W. Dudley Lehman		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Nicholas T. Pinchuk		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Gregg M. Sherrill		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
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Elect Donald J. Stebbins



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Pfizer Inc. (PFE)	MEETING DATE 2022-04-28 ,
COUNTRY United States	RECORD DATE 2022-03-02
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 717081103

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Ronald E. Blaylock	✓	✓
01.02	Elect Albert Bourla	✓	✗
01.03	Elect Susan Desmond-Hellmann	✓	✗
01.04	Elect Joseph J. Echevarria	✓	✗
01.05	Elect Scott Gottlieb	✓	✓
01.06	Elect Helen H. Hobbs	✓	✗
01.07	Elect Susan Hockfield	✓	✓
01.08	Elect Dan R. Littman	✓	✗
01.09	Elect Shantanu Narayen	✓	✓
01.10	Elect Suzanne Nora Johnson	✓	✗
01.11	Elect James Quincey	✓	✗
01.12	Elect James C. Smith	✓	✓
02	Ratification of KPMG as Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Proxy Access Bylaw Amendment	✗	✓
05	Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency	✗	✗
06	Shareholder proposal requesting that the Board of Directors commission an independent report for shareholders analyzing the feasibility of the rapid transfer of intellectual property and know-how to facilitate the production of COVID-19 vaccine doses by other qualified manufacturers located in low- and middle-income countries.	✗	✓

07	Shareholder Proposal Regarding Anticompetitive Practices	✗	✓
08	Shareholder Proposal Regarding Public Health Costs of Limiting COVID-19 Vaccine Technologies	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Ronald E. Blaylock	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Albert Bourla	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Susan Desmond-Hellmann	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Joseph J. Echevarria			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Scott Gottlieb			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Helen H. Hobbs			✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

Elect Susan Hockfield

BOARD POLICY

✓ ✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

Elect Dan R. Littman

BOARD POLICY

✓ ✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD POLICY

Elect Shantanu Narayen



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Suzanne Nora Johnson



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect James Quincey



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Coca-Cola and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.12

BOARD

POLICY

Elect James C. Smith



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of KPMG as Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Shareholder Proposal Regarding Proxy Access Bylaw Amendment



Proposer : John Chevedden

Under the company's current bylaws, shareholders can nominate candidates to the Board of Directors, provided they reach 3% of the common shares by aggregating up to a maximum number of twenty shareholders. The proposal calls for changing the bylaws in order to allow an unlimited number of shareholders to combine to reach the 3% voting power to nominate candidates for the board of directors. It is in the interest of shareholders to be able to nominate candidates for election to the Board of Directors and thus have their views heard on decisions that affect the company. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency

×

×

Proposer : National Center for Public Policy Research

The proponent is known for his conservative positions and for filing proposals that can be described as anti-ESG. We are generally in favor of disclosing the company's financial contributions. However, the proponent specifically targets spending on campaign communications and accuses Pfizer of supporting politicians who support government programs that inhibit innovation. In December 2021, the company issued a report on incongruities between its political contributions and its values in response to shareholder feedback. This report covers five major professional associations in six public policy areas of importance to the company: climate change; patient access to health care; trade and the environment; taxation; diversity, equity and inclusion; and civic integrity. The company's disclosures seem appropriate. Given the nature of the proponent and his unclear motivations, a vote against the proposal is recommended. A vote against the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Shareholder proposal requesting that the Board of Directors commission an independent report for shareholders analyzing the feasibility of the rapid transfer of intellectual property and know-how to facilitate the production of COVID-19 vaccine doses by other qualified manufacturers located in low- and middle-income countries.

×

✓

Proposer : Oxfam America

Equitable access to COVID-19 vaccines is essential for recovery from the pandemic, preventing the emergence of new, more transmissible and vaccine-resistant variants. With this in mind, the World Health Organization (WHO) has repeatedly reminded that "no one will be safe until the whole world is safe." Nevertheless, after two years of crisis, vaccine inequity remains glaring and most worrying. In March 2022, the Multilateral Leaders Taskforce on COVID-19 (a joint initiative of the International Monetary Fund, the World Bank Group, WHO, and the World Trade Organization) stated that "unequal access to COVID-19 vaccines, tests and treatments is widespread, prolonging the pandemic. Indeed, 23 countries have not yet fully vaccinated 10% of their population, 73 countries have not yet achieved 40% coverage, and many more are unlikely to reach the 70% target by the end of the first half of this year. [...] Only 7% of people living in low-income countries have been fully vaccinated, compared to 73% in high-income countries." The proponent believes that Pfizer's refusal to share its intellectual property rights and transfer

vital messenger RNA vaccine technologies to manufacturers in low- and middle-income countries jeopardizes investors' long-term financial returns by sully the company's reputation and threatening the value of investors' portfolios as the pandemic continues, with the risk of new variants emerging. He notes that the company has been unable to secure a supply of its vaccine proportional to global demand and recalls that credible experts have assured that technology transfer, intellectual property sharing, and additional production of its COVID-19 vaccine can be done quickly, adding that researchers have identified more than 120 manufacturers in low- and middle-income countries that meet international quality standards and have such capacity. It should also be noted that several civil society groups, government leaders, and international organizations such as the WHO are calling for the removal of intellectual property rights to ensure equitable access to COVID-19 vaccines by facilitating greater knowledge sharing and rapidly increasing the number of production sites. In March 2022, it was announced that the United States, the European Union, India and South Africa had reached a compromise on a waiver of intellectual property rights on COVID-19 vaccines which, if unanimously adopted by the other member countries of the World Trade Organization, could lead to the waiver of these rights in developing countries. Finally, it should be noted that Pfizer, like other vaccine manufacturers who refuse to share their know-how, is strongly criticized by humanitarian organizations such as Amnesty International, which tarnishes its image and reputation. Given that Pfizer's refusal to share intellectual property rights and know-how for its vaccine can be very damaging to its reputation, not to mention the fact that any delay in the production and administration of vaccines on a global scale has deleterious effects on the population as a whole and prolongs the pandemic, which can only be detrimental to the economy and stock markets in general, we believe it would be appropriate, reasonable, and justified for the company to comply with the proponent's request and commission an independent report on the feasibility of a rapid transfer of its know-how. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD POLICY

Shareholder Proposal Regarding Anticompetitive Practices

✗

✓

Proposer : Sisters of St. Francis Charitable Trust

The proposal calls for the board of directors as a whole to monitor and report on the company's anti-competitive practices in order to limit legal and reputational risks. Indeed, these practices are increasingly attracting the attention of the general public and regulatory authorities. To be sure, the company addresses this risk through the information provided to the board by the risk committee and the compliance committee, and it has a code of conduct that requires the company to comply with anti-competitive laws. However, despite the work of these committees and its current monitoring mechanisms, the company has recently been involved in several controversies and lawsuits on this topic. Faced with accusations from consumers, insurers, and pension funds, it paid \$345 million to end the lawsuit over its EpiPen production. It is currently in litigation with Teva Pharmaceutical, which accuses Pfizer of having attacked it only to delay Teva's launch of a generic drug. In conclusion, the increasing attention of regulatory authorities, legal and reputational risks to the public regarding generic drugs and anti-competitive practices are of a magnitude that warrants further monitoring of these risks by the Board of Directors. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Shareholder Proposal Regarding Public Health Costs of Limiting COVID-19 Vaccine Technologies

✗

✓

Equitable access to COVID-19 vaccines is essential to prevent the emergence of more transmissible, and vaccine-resistant variants. With this in mind, the World Health Organization (WHO) has repeatedly reminded that "no one will be safe until the whole world is safe." Nevertheless, after two years of crisis, vaccine inequity remains glaring and most worrying. In March 2022, the Multilateral Leaders Taskforce on COVID-19 (a joint initiative of the International Monetary Fund, the World Bank Group, WHO, and the World Trade Organization) stated that "unequal access to COVID-19 vaccines, tests and treatments is widespread, prolonging the pandemic. [...] Only 7% of people living in low-income countries have been fully vaccinated, compared to 73% in high-income countries." The proponent states that vaccine inequity is caused in part by patent enforcement and technology transfer limitations designed to prevent competition. It recalls that civil society and government leaders, including President Biden, have urged the major companies to relinquish intellectual property rights to vaccine technology. He notes that Pfizer rejected this request, which could allow it to increase profits, but only by creating significant costs for the economy. It reports that the International Monetary Fund has estimated that an inadequate global supply of vaccines could result in global economic losses of up to \$9 trillion. Such losses, it adds, can in turn create significant losses in the markets, and this, to the detriment of investors. The board, which opposes the proposal, sets out the steps taken by Pfizer to promote global access to vaccines. In particular, it indicates that Pfizer has committed to providing 2 billion doses of its vaccine to low- and middle-income countries in 2021 and 2022. In fact, their efforts deserve to be highlighted. However, we find that Pfizer continues to apply its intellectual property rights during the pandemic, unlike Moderna, and refuses to share technological know-how for its vaccine. Several non-governmental organizations accuse the company of "selfishly hoarding" vaccine technology, while taxpayers are the main funders. Thus, although Pfizer has not received funding from the U.S. government, advance purchase commitments for the vaccine from Pfizer and BioNTech have been made, reducing the risk associated with its development. In addition, BioNTech has received considerable public funding at several important stages in the development of the mRNA technology used in the vaccine. Amnesty International is also critical of its decision not to participate in initiatives to accelerate the global supply of vaccines, saying it is fuelling an unprecedented human rights crisis. The organization notes that because of the high price at which Pfizer and BioNTech sell their vaccine, these laboratories are expected to earn more than \$86 billion in revenue by the end of 2022. Given Pfizer's refusal to share the intellectual property and know-how for its product can greatly damage its reputation and social license to operate, not to mention that any delay in the production and administration of vaccines worldwide has deleterious effects on the general population and prolongs the pandemic, which can only harm the economy and stock markets generally, we believe it would be appropriate, reasonable, and justified for the company to implement the proposal and provide the requested evaluation. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Texas Instruments Inc. (TXN)	MEETING DATE 2022-04-28 ,
COUNTRY United States	RECORD DATE 2022-03-02
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 882508104

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Mark A. Blinn	✓	✓
01.02	Elect Todd M. Bluedorn	✓	✗
01.03	Elect Janet F. Clark	✓	✓
01.04	Elect Carrie S. Cox	✓	✗
01.05	Elect Martin S. Craighead	✓	✓
01.06	Elect Jean M. Hobby	✓	✓
01.07	Elect Michael D. Hsu	✓	✓
01.08	Elect Haviv Ilan	✓	✗
01.09	Elect Ronald Kirk	✓	✗
01.10	Elect Pamela H. Patsley	✓	✗
01.11	Elect Robert E. Sanchez	✓	✗
01.12	Elect Richard K. Templeton	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect Mark A. Blinn



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Todd M. Bluedorn



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Janet F. Clark



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Carrie S. Cox			
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Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05		BOARD	POLICY
Elect Martin S. Craighead			

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06		BOARD	POLICY
Elect Jean M. Hobby			

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07		BOARD	POLICY

Elect Michael D. Hsu



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Haviv Ilan



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief operating officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Ronald Kirk



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Pamela H. Patsley



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Robert E. Sanchez



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.12

BOARD

POLICY

Elect Richard K. Templeton



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO to median employee salary ratio was 277 : 1. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Shareholder Proposal Regarding Right to Call Special Meetings



Proposer : John Chevedden

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Glencore PLC (LON : GLEN)	MEETING DATE 2022-04-28 ,
COUNTRY Switzerland	RECORD DATE 2022-04-26
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G39420107

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442010	Genus Canglobe Equity fund	265600

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✓
02	Cash Distribution (Reduction in Share Premium Account)	✓	✓
03	Elect Kalidas V. Madhavpeddi	✓	✓
04	Elect Peter R. Coates	✓	✗
05	Elect Martin J. Gilbert	✓	✓
06	Elect Gill Marcus	✓	✓
07	Elect Patrice Merrin	✓	✓
08	Elect Cynthia B. Carroll	✓	✓
09	Elect Gary Nagle	✓	✓
10	Elect David Wormsley	✓	✓
11	Appointment of Auditor	✓	✓
12	Authority to Set Auditor's Fees	✓	✓
13	Approval of Climate Progress Report	✓	✗
14	Remuneration Report	✓	✗
15	Authority to Issue Shares w/ Preemptive Rights	✓	✓
16	Authority to Issue Shares w/o Preemptive Rights	✓	✓
17	Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)	✓	✓



PROXY ANALYSIS

ITEM 01

BOARD

POLICY

Accounts and Reports



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Cash Distribution (Reduction in Share Premium Account)



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Elect Kalidas V. Madhavpeddi



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Elect Peter R. Coates	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. He is a former executive of the company. A vote against the candidate was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Elect Martin J. Gilbert	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Elect Gill Marcus	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Elect Patrice Merrin	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 08	BOARD	POLICY
Elect Cynthia B. Carroll	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 09	BOARD	POLICY
Elect Gary Nagle	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 10	BOARD	POLICY
Elect David Wormsley	<div>✓</div>	<div>✓</div>
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 11	BOARD	POLICY
Appointment of Auditor	<div>✓</div>	<div>✓</div>
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 12	BOARD	POLICY
Authority to Set Auditor's Fees	<div>✓</div>	<div>✓</div>
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 13	BOARD	POLICY

Approval of Climate Progress Report



Proposer : Board

The proposal is for advisory approval of the company's 2021 Climate Progress Report taking into account emissions reductions for 2021. The company recognizes the importance of transparency in the management of climate change, which is why it relies on the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). Glencore has set a carbon neutrality target for its Scope 1, 2 and part of the 3 emissions by 2050. The company also has intermediate reduction targets associated with these goals. The short-term goal is to reduce their total emissions by 15% by 2026 compared to 2019, and these targets take into account Scope 1, 2 and 3 emissions but are not certified by the Science Based Targets (SBTi) initiative, which has established specific targets to ensure that companies' goals align with climate science. Looking at the assessments made by Climate Action100+, Glencore only partially meets the requirements for short-, medium- and long-term GHG reductions as the company is unable to ensure that its short-term reduction target covers at least 95% of its total Scope 1 and 2 emissions and its long-term reduction target is not aligned with the goal of limiting global warming to 1.5°C. Besides, in 2021, Glencore responded to the CDP's request for information for its climate change program, an initiative supported by many investors. The company received the very low rating of F after the analysis of the information. This score shows that there are many more efforts the group can make to fight climate change. A vote against the proposal was recorded.

Vote recorded

ITEM 14

BOARD

POLICY

Remuneration Report



Proposer : Board

A complete analysis of the compensation report shows that it does not meet all of the policy criteria. The long term incentive plan is not based on performance. Therefore executives' incentive pay is based on their performance over only one year. This encourages executives to focus on short-term results, to the potential detriment of the company's long-term performance. A vote against the proposal was recorded.

Vote recorded

ITEM 15

BOARD

POLICY

Authority to Issue Shares w/ Preemptive Rights



Proposer : Board

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Pre-emptive rights give shareholders priority to subscribe for newly issued shares pro rated according to their previous level of participation. Shareholders exercising their subscription rights prevent the dilution of their participation in the company. The capital issue is acceptable given that it doesn't represent more than 50% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 16			BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights			✓	✓
Proposer : Board				

The lifting of pre-emptive rights is limited, and encourages the sale of shares at the time of issuance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 17			BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)			✓	✓
Proposer : Board				

The lifting of pre-emptive rights is limited, and encourages the sale of shares at the time of issuance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 18			BOARD	POLICY
Authority to Repurchase Shares			✓	✗
Proposer : Board				

It is the Board of Directors’ responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company’s needs and strategic opportunities. Shares that have been repurchased and not cancelled represent more than 10% of outstanding shares. A vote against the proposal was recorded.

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PROXY SUMMARY

ISSUER Persimmon PLC (PSN)	MEETING DATE 2022-04-27 ,
COUNTRY United Kingdom	RECORD DATE 2022-03-24
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G70202109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442096	Genus Pooled Funds - Fossil Free Dividend Fund - 000442096	29600

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✓
02	Remuneration Report	✓	✗
03	Elect Roger Devlin	✓	✓
04	Elect Dean Finch	✓	✓
05	Elect Nigel Mills	✓	✓
06	Elect Simon Litherland	✓	✓
07	Elect Joanna Place	✓	✓
08	Elect Annemarie Durbin	✓	✓
09	Elect Andrew Wyllie	✓	✓
10	Elect Shirine Khoury-Haq	✓	✓
11	Appointment of Auditor	✓	✓
12	Authority to Set Auditor's Fees	✓	✓
13	Authority to Issue Shares w/ Preemptive Rights	✓	✓
14	Authority to Issue Shares w/o Preemptive Rights	✓	✓
15	Authority to Repurchase Shares	✓	✓
16	Authority to Set General Meeting Notice Period at 14 Days	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Accounts and Reports	✓	✓
Proposer : Board		
We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.		
		Vote recorded
ITEM 02	BOARD	POLICY
Remuneration Report	✓	✗
Proposer : Board		
A complete analysis of the compensation report shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. The performance period could be less than 3 years.The share-dilution rate is over 5%. A vote against the proposal was recorded.		
		Vote recorded
ITEM 03	BOARD	POLICY
Elect Roger Devlin	✓	✓
Proposer : Board		
The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.		
		Vote recorded
ITEM 04	BOARD	POLICY

Elect Dean Finch



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Elect Nigel Mills



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Elect Simon Litherland



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

Elect Joanna Place



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 08

Elect Annemarie Durbin

BOARD POLICY

✓

✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 09

Elect Andrew Wyllie

BOARD POLICY

✓

✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 10

Elect Shirine Khoury-Haq

BOARD POLICY

✓

✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 11	BOARD	POLICY
Appointment of Auditor	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 12	BOARD	POLICY
Authority to Set Auditor's Fees	✓	✓

Proposer : Board

It is the Board's responsibility to establish the auditors' fees. More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 13	BOARD	POLICY
Authority to Issue Shares w/ Preemptive Rights	✓	✓

Proposer : Board

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 50% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 14			BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 15			BOARD	POLICY
Authority to Repurchase Shares			✓	✓
Proposer : Board				

Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. This buyback has a well-structured timeline and the price is reasonably limited. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 16			BOARD	POLICY
Authority to Set General Meeting Notice Period at 14 Days			✓	✗
Proposer : Board				

This proposal requests the authorization to shorten the delay in calling special meetings from 21 to 14 days, which limits the time available to shareholders to prepare for the meeting. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Canadian Pacific Railway Ltd (CP)	MEETING DATE 2022-04-27 ,
COUNTRY Canada	RECORD DATE 2022-02-28
MEETING LOCATION	
MEETING TYPE Mix	SECURITIES 13645T100

ITEM	PROPOSAL	BOARD	POLICY
01	Appointment of Auditor	✓	✓
02	Amendment to the Management Stock Option Incentive Plan	✓	✗
03	Advisory Vote on Executive Compensation	✓	✗
04	Advisory Vote on Approach to Climate Change	✓	✓
05.01	Elect John Baird	✓	⏸
05.02	Elect Isabelle Courville	✓	⏸
05.03	Elect Keith E. Creel	✓	✓
05.04	Elect Gillian H. Denham	✓	⏸
05.05	Elect Edward R. Hamberger	✓	✓
05.06	Elect Matthew H. Paull	✓	✓
05.07	Elect Jane L. Peverett	✓	✓
05.08	Elect Andrea Robertson	✓	✓
05.09	Elect Gordon T. Trafton	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Appointment of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Amendment to the Management Stock Option Incentive Plan	✓	✗

Proposer : Board

A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. The plan is also intended for consultants, service providers and other contractual employees and therefore does not comply with the policy. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗

Proposer : Board

The CEO was paid more than 200 times the average pay of Canadians. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO was paid more than 3 times the pay of any other executive. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Advisory Vote on Approach to Climate Change	✓	✓

Proposer : Board

The purpose of the proposal is to seek advisory approval of the company's approach to climate change disclosed in its report. Recognizing the global nature of the fight against climate change, the CP continuously aims to align with recognized initiatives that bring together governments, industry, and supply chains, such as the

Paris Agreement and the Pan-Canadian Framework on Clean Growth and Climate Change. Over the past year, CP has also introduced reports aligned with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) and our contributions to the United Nations Sustainable Development Goals by identifying the goals most aligned with the company. The company has set a carbon neutrality target for its Scope 1, 2, and part of its Scope 3 emissions by 2050. The company also has intermediate reduction targets associated with these goals. It is committed to reducing the intensity of GHG emissions from locomotives for Scopes 1, 2, and 3 by more than 38% by 2030. For non-locomotive targets, it wants to reduce these absolute emissions by 27% by 2030. CP's goals are certified by the Science Based Targets (SBTi) initiative, which has established specific targets to ensure that companies' goals align with climate science. In the face of the Paris Agreement, which sets a limit on global temperature rise to "well below 2°C" by 2100 and encourages continued efforts to get closer to 1.5°C, the group is proposing a plan based on clean growth and climate change, which aims to limit the increase in global temperature well below 2 °C. In 2021, Canadian Pacific responded to the CDP's request for information for its climate change program, an initiative supported by many investors. The company received an A rating, after the analysis of the information. This note testifies to the many efforts made by the group to fight climate change. In general, the company's disclosure is comparable to that of its peers. In order to try to curb the most negative impacts of climate change, the company's plan is essential. The proposal is therefore encouraging, although more effort is needed to achieve it. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05.01	BOARD	POLICY
Elect John Baird		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 05.02	BOARD	POLICY
Elect Isabelle Courville		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 05.03	BOARD	POLICY
Elect Keith E. Creel	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 05.04	BOARD	POLICY
Elect Gillian H. Denham	✓	
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 05.05	BOARD	POLICY
Elect Edward R. Hamberger	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 05.06	BOARD	POLICY
Elect Matthew H. Paull	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 05.07	BOARD	POLICY
Elect Jane L. Peverett	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 05.08	BOARD	POLICY
Elect Andrea Robertson	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 05.09			BOARD	POLICY
Elect Gordon T. Trafton			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER BorgWarner Inc. (BWA)	MEETING DATE 2022-04-27 ,
COUNTRY United States	RECORD DATE 2022-03-02
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 99724106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717060	Genus Pooled Funds - 160717060	14300

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Sara A. Greenstein	✓	✗
01.02	Elect David S. Haffner	✓	✗
01.03	Elect Michael S. Hanley	✓	✗
01.04	Elect Frédéric B. Lissalde	✓	✓
01.05	Elect Paul A. Mascarenas	✓	✗
01.06	Elect Shaun E. McAlmont	✓	✓
01.07	Elect Deborah D. McWhinney	✓	✗
01.08	Elect Alexis P. Michas	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✗
04	Allow 10% of Shares to Request a Record Date to Initiate Shareholder Written Consent	✓	✓
05	Shareholder Proposal Regarding Right to Call Special Meeting	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Sara A. Greenstein	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect David S. Haffner	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Michael S. Hanley	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Frédéric B. Lissalde	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Paul A. Mascarenas	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Shaun E. McAlmont	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Deborah D. McWhinney	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Alexis P. Michas	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗

Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Ratification of Auditor	✓	✗

Proposer : Board

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Allow 10% of Shares to Request a Record Date to Initiate Shareholder Written Consent



Proposer : Board

To restrict the written consent of a majority of shareholders requires them to attend the annual meeting to express their opinion on a matter such as one of the director's removal or the closing of a shareholder rights plan. This requirement of the board significantly restrains shareholders who want some change, especially when this practice is combined with a high level of shareholder participation in order to call an extraordinary general meeting. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Shareholder Proposal Regarding Right to Call Special Meeting



Proposer : John Chevedden

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Kimberly-Clark Corporation (KMB)	MEETING DATE 2022-04-27 ,
COUNTRY United States	RECORD DATE 2022-02-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 494368103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717060	Genus Pooled Funds - 160717060	10000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Sylvia M. Burwell	✓	✓
01.02	Elect John W. Culver	✓	✓
01.03	Elect Robert W. Decherd	✓	✗
01.04	Elect Michael D. Hsu	✓	✗
01.05	Elect Mae C. Jemison	✓	✗
01.06	Elect S. Todd Maclin	✓	✓
01.07	Elect Deirdre Mahlan	✓	✓
01.08	Elect Sherilyn S. McCoy	✓	✓
01.09	Elect Christa Quarles	✓	✗
01.10	Elect Jaime A. Ramirez	✓	✓
01.11	Elect Dunia A. Shive	✓	✓
01.12	Elect Mark T. Smucker	✓	✓
01.13	Elect Michael D. White	✓	✓
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
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Elect Sylvia M. Burwell



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect John W. Culver



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Robert W. Dechard



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Michael D. Hsu	✓	✗
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Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Mae C. Jemison	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect S. Todd Maclin	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
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Elect Deirdre Mahlan



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Sherilyn S. McCoy



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Christa Quarles



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Jaime A. Ramirez		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Dunia A. Shive		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect Mark T. Smucker		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
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Elect Michael D. White



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Glacier Bancorp Inc. (GBCI)	MEETING DATE 2022-04-27 ,
COUNTRY United States	RECORD DATE 2022-02-24
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 37637Q105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	17800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect David C. Boyles	✓	II
01.02	Elect Robert A. Cashell, Jr.	✓	II
01.03	Elect Randall M. Chesler	✓	II
01.04	Elect Sherry L. Cladouhos	✓	II
01.05	Elect Annie M. Goodwin	✓	II
01.06	Elect Kristen Heck	✓	II
01.07	Elect Michael B. Hormaechea	✓	II
01.08	Elect Craig A. Langel	✓	II
01.09	Elect Douglas J. McBride	✓	II
02	Increase in Authorized Common Stock	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect David C. Boyles	✓	II

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Robert A. Cashell, Jr.				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Randall M. Chesler				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Sherry L. Cladouhos				

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Annie M. Goodwin		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Kristen Heck		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect Michael B. Hormaechea		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Craig A. Langel		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Douglas J. McBride		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating

committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Increase in Authorized Common Stock			✓	✓
Proposer : Board				

It is the Board's responsibility to make recommendations on the increase of capital shares based on a needs analysis and strategic opportunities. This general authorization is routinely requested at each annual assembly. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Louisiana-Pacific Corporation (NYSE:LPX)	MEETING DATE 2022-04-27 ,
COUNTRY United States	RECORD DATE 2022-03-03
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 546347105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717060	Genus Pooled Funds - 160717060	32800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Tracy A. Embree	✓	✗
01.02	Elect Lizanne C. Gottung	✓	✗
01.03	Elect Dustan E. McCoy	✓	✗
02	Ratification of Auditor	✓	✓
03	Approval of the 2022 Omnibus Stock Award Plan	✓	✗
04	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Tracy A. Embree	✓	✗

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Lizanne C. Gottung	✓	✗

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Dustan E. McCoy	✓	✗
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Approval of the 2022 Omnibus Stock Award Plan	✓	✗
Proposer : Board		

The share plan is part of a global share-based compensation plan, which opposes the policy. This type of program includes at least three types of grants. It is therefore difficult to assess the impact of such a program on shareholder interests. A vote against the proposal was recorded.

		Vote recorded	
ITEM 04		BOARD	POLICY
Advisory Vote on Executive Compensation		✓	✗
Proposer : Board			

There is an omnibus plan and the policy is opposed to this. This type of program includes at least three types of grants. It is therefore difficult to assess the impact of such a program on shareholder interests. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

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PROXY SUMMARY

ISSUER PNC Financial Services Group Inc. (The) (PNC)	MEETING DATE 2022-04-27 ,
COUNTRY United States	RECORD DATE 2022-02-04
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 693475105

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Joseph Alvarado	✓	✓
01.02	Elect Debra A. Cafaro	✓	✗
01.03	Elect Marjorie Rodgers Cheshire	✓	✗
01.04	Elect William S. Demchak	✓	✗
01.05	Elect Andrew T. Feldstein	✓	✗
01.06	Elect Richard J. Harshman	✓	✓
01.07	Elect Daniel R. Hesse	✓	✓
01.08	Elect Linda R. Medler	✓	✓
01.09	Elect Robert A. Niblock	✓	✓
01.10	Elect Martin Pfinsgraff	✓	✓
01.11	Elect Bryan S. Salesky	✓	✓
01.12	Elect Toni Townes-Whitley	✓	✓
01.13	Elect Michael J. Ward	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Report on Risks Associated with Nuclear Weapons Financing	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Joseph Alvarado		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Debra A. Cafaro		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is CEO of Ventas inc and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Marjorie Rodgers Cheshire		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect William S. Demchak		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Andrew T. Feldstein		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Richard J. Harshman		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
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Elect Daniel R. Hesse



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

	BOARD	POLICY
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Elect Linda R. Medler



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

	BOARD	POLICY
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Elect Robert A. Niblock



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10

	BOARD	POLICY
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Elect Martin Pfinsgraff	<div></div>	<div></div>
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Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Bryan S. Salesky	<div></div>	<div></div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect Toni Townes-Whitley	<div></div>	<div></div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect Michael J. Ward	<div></div>	<div></div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD POLICY

Ratification of Auditor

✓	✓
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Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Advisory Vote on Executive Compensation

✓	✗
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Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO to median employee pay ratio was 224 :1. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

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Proposer : The sisters of St. Joseph of Brentwood

Companies directly or indirectly related to human rights violations are exposed to financial, legal, operational, and reputational risks, and even to boycott and disinvestment, which can adversely affect shareholder value. In order to mitigate these risks and to fulfill their responsibilities under the United Nations Guiding Principles on Business and Human Rights, companies must, inter alia, exercise human rights due diligence in order to effectively identify, assess, prevent and mitigate actual and potential negative impacts on these rights that they may have or to which they may contribute through their activities, products, and services or business relationships. However, PNC's investments in nuclear weapons producers may expose it to human rights risks. According to the Dutch pacifist organization PAX, which has published the "Don't Bank on the Bomb" report since 2013, PNC has invested more than US\$1.9 billion in 7 major nuclear weapons producers, including Boeing, General Dynamics, Jacobs Engineering, Leidos, and Textron, between January 1, 2019 and October 1, 2020. This attitude contrasts with that of some of his peers who have decided to exercise due diligence with regard to these types of weapons. Since the adoption of the Treaty on the Prohibition of Nuclear Weapons in 2017, which entered into force on 22 January 2021, a growing number of financial institutions have severed their ties with this controversial industry. It should be remembered that under this treaty, the States Parties (60 at the moment) have undertaken in particular to never develop, produce, acquire, possess, stockpile, transfer or use such weapons. It is also forbidden to assist anyone in engaging in an activity prohibited by the Treaty. While it does not specifically prohibit funding, some consider that this activity falls within the concept of aid, which is expressly prohibited. Thus, unlike PNC, 101 banks, insurance companies, pension funds and asset managers around the world have restricted their investments in this sector. Among them, 59 have even adopted, implemented and published a policy that completely prevents any financial involvement with nuclear weapons producers. It should be noted that, following a review conducted in 2022, the Board of Directors concluded that PNC's relationship with this industry does not present significant legal and reputational risk. However, according to the proponents, this review has shortcomings and did not even consider the entry into force of the Treaty on the Prohibition of Nuclear Weapons. Moreover, it seems contradictory that PNC, which has made commitments to stop lending to high-risk sectors such as cluster bombs, weapons also prohibited by international law, does not consider the nuclear weapons industry to be, at the very least, just as risky. This lack of consistency is certainly worth explaining and raises questions about the effectiveness and rigour of PNC's environmental and social risk management system. In addition, PNC discloses little information about this system in terms of social risk analysis and areas requiring increased human rights due diligence. In this context, we consider that the proposal is reasonable and justified and that it is in the interests of shareholders that the company disclose more information on how it manages the risks associated with the financing of nuclear weapons, including the risk of damage to reputation. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Cigna Corporation (CI)	MEETING DATE 2022-04-27 ,
COUNTRY United States	RECORD DATE 2022-03-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 125509109

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect David M. Cordani	✓	✗
01.02	Elect William J. DeLaney	✓	✗
01.03	Elect Eric J. Foss	✓	✗
01.04	Elect Dr. Elder Granger	✓	✗
01.05	Elect Neesha Hathi	✓	✓
01.06	Elect George Kurian	✓	✗
01.07	Elect Kathleen M. Mazarella	✓	✓
01.08	Elect Mark B. McClellan	✓	✗
01.09	Elect Kimberly A. Ross	✓	✓
01.10	Elect Eric C. Wiseman	✓	✗
01.11	Elect Donna F. Zarcone	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
05	Shareholder proposal requesting that the company publish an annual report on gender pay gap.	✗	✓
06	Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect David M. Cordani	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect William J. DeLaney	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Eric J. Foss	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Dr. Elder Granger	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Neesha Hathi	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect George Kurian	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is an executive of

NetApp, and sits on this company's compensation committee. Directors who are executives themselves may have conflicts of interest in setting the pay of other executives, and thus are not suitable to be members of compensation committees. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Kathleen M. Mazzarella			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Mark B. McClellan			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Kimberly A. Ross			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Eric C. Wiseman	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Donna F. Zarcone	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. More than half of executives' compensation is based on discretion from the remuneration committee. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Ratification of Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
Proposer : John Chevedden		

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder proposal requesting that the company publish an annual report on gender pay gap.	✗	✓
Proposer : Proxy Impact ; Roberta Sydney Revocable Trust		

Large wage disparities based on gender persist in the United States, whether or not factors such as experience, training, sector or hours of work are considered. According to a Glassdoor study released in 2019, the gender-adjusted pay gap is 4.9%, while the gross gap reaches 21.4%. Several researchers and economists believe that this inexplicable gap could be attributable to gender-based discrimination, Which can lead to expensive lawsuits and harm the image of companies and

their ability to recruit and retain talented employees. Legal risks are increasing. In 2019, the U.S. House of Representatives passed a bill to amend the 1963 Equal Pay Act, which require employers to prove that pay gap are related to employee's performance and not to their gender; the bill has been in the hands of the Senate since then. On their side, California, Massachusetts, New York, and Maryland have already tightened their legislation on that matter. In Iceland, companies with at least 25 full-time employees must prove that they pay equal pay for equal work, regardless of the sex of the employee, or financial penalties may ensue, while in the United Kingdom companies with more than 250 employees must disclose the gender pay gap every year and may soon also have to publish their race-based pay gaps. On the other hand, studies show that companies that demonstrate transparency, who track down and do their utmost to eliminate wage gaps are promoting a better representation of women at all levels of the organization, which allows them to profit from the many benefits of diversifying the workforce, including within the senior management. In 2021, Cigna has disclosed a median gender-based pay gap of 34.95% for its UK operations (compared to 22% in 2018), but refuses to provide this data for its U.S. and global workforce. The company also reported that its 2022 pay equity analysis showed that in the United States, women earn 99 cents for every dollar paid to a male employee in a similar situation. However, while the existence of adjusted gaps may reveal the presence of wage discrimination, whether conscious or not, the gross gaps may indicate an underrepresentation of women in high-paying jobs, or even a problem of systemic discrimination in promotion. Note that, unlike Cigna, the companies Citigroup, Mastercard, Starbucks, Bank of New York Mellon, Adobe, Wyndham Hotels and Resorts, and Pfizer have adopted the best practice for the publication of pay equity reports, which consists in also declaring the gross gap as well as the adjusted gap. As a result, we believe that it is in the interest of the shareholders that the company is more transparent and publish the requested information. By fighting these gaps and disclosing more information on this question, it will mitigate the legal, financial and reputational risk associated with discriminatory practices, While increasing their ability to attract and retain a skilled workforce in order to build diverse and innovative teams by demonstrating that their employees are paid fairly and equitably, regardless of their gender. It should be noted that a similar proposal voted on in 2021 by Cigna's shareholders received a high approval rating of 32.6%. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder Proposal Regarding Report on Political Expenditures and Values Congruency	✗	✓
Proposer : Clean Yield Asset Management ; Julie Kalish		

The proponent wants to ensure that lobbying expenditures are aligned with the company's values. Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. It is in the shareholders' interest that the company disclose all information on its lobbying efforts, because there are risks to the company's reputation. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded		
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PROXY SUMMARY

ISSUER Getinge AB (STO: GETI-B)	MEETING DATE 2022-04-26 ,
COUNTRY Sweden	RECORD DATE 2022-04-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 000020262

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442029	Genus Fossil Free CanGlobe Equity fund	38400

ITEM	PROPOSAL	BOARD	POLICY
10	To approve the Financial Statements and Directors' Report.	✓	✗
11	To approve a dividend of SEK 4 per common share.	✓	✓
12.01	To grant a discharge of liability for the previous fiscal year : Carl Bennet	✓	✓
12.02	To grant a discharge of liability for the previous fiscal year : Johan Bygce	✓	✓
12.03	To grant a discharge of liability for the previous fiscal year : Cecilia Daun Wennborg	✓	✓
12.04	To grant a discharge of liability for the previous fiscal year : Barbro Friden	✓	✓
12.05	To grant a discharge of liability for the previous fiscal year : Dan Frohm	✓	✓
12.06	To grant a discharge of liability for the previous fiscal year : Sofia Hasselberg	✓	✓
12.07	To grant a discharge of liability for the previous fiscal year : Johan Malmquist	✓	✓
12.08	To grant a discharge of liability for the previous fiscal year : Malin Persson	✓	✓
12.09	To grant a discharge of liability for the previous fiscal year : Kristian Samuelsson	✓	✓
12.10	To grant a discharge of liability for the previous fiscal year : Johan Stern	✓	✓
12.11	To grant a discharge of liability for the previous fiscal year : Mattias Perjos	✓	✓
12.12	To grant a discharge of liability for the previous fiscal year : Rickard Karlsson	✓	✓
12.13	To grant a discharge of liability for the previous fiscal year : Ake Larsson	✓	✓
12.14	To grant a discharge of liability for the previous fiscal year : Peter Jormalm	✓	✓
12.15	To grant a discharge of liability for the previous fiscal year : Frederik Brattborn	✓	✓

13.01	To establish the number of directors at 9 and deputy members at 0	✓	✗
13.02	To establish the number of auditors at 1 and deputy auditors at 0.	✓	✓
14.01	To approve the directors' compensation.	✓	✓
14.02	To approve the fees paid to the auditing firm.	✓	✗
15.01	Elect Carl Bennet	✓	✗
15.02	Elect Johan Bygce	✓	✗
15.03	Elect Cecilia Daun Wennborg	✓	✗
15.04	Elect Barbro Friden	✓	✓
15.05	Elect Dan Frohm	✓	✗
15.06	Elect Johan Malmquist	✓	✗
15.07	Elect Mattias Perjos	✓	✗
15.08	Elect Malin Persson	✓	✗
15.09	Elect Kristian Samuelsson	✓	✓
15.10	To approve the election of the candidate to the Board Chair : Johan Malmquist	✓	✗
16	To approve the appointment of the auditing firm : PriceWaterHouseCoopers	✓	✗
17	To approve the report on executive compensation.	✓	✓
18	To approve the policy on executive compensation.	✓	✓

PROXY ANALYSIS

ITEM 10

BOARD

POLICY

To approve the Financial Statements and Directors' Report.



Proposer : Board

We observe that less than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote against the proposal was recorded.

Vote recorded

ITEM 11

BOARD

POLICY

To approve a dividend of SEK 4 per common share.



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 12.01

BOARD

POLICY

To grant a discharge of liability for the previous fiscal year : Carl Bennet



Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.02

BOARD

POLICY

To grant a discharge of liability for the previous fiscal year : Johan Bygce



Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.03	BOARD	POLICY
To grant a discharge of liability for the previous fiscal year : Cecilia Daun Wennborg	✓	✓
Proposer : Board		

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.04	BOARD	POLICY
To grant a discharge of liability for the previous fiscal year : Barbro Friden	✓	✓
Proposer : Board		

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.05	BOARD	POLICY
To grant a discharge of liability for the previous fiscal year : Dan Frohm	✓	✓
Proposer : Board		

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.06	BOARD	POLICY
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To grant a discharge of liability for the previous fiscal year : Sofia Hasselberg	✓	✓
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Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.07

BOARD POLICY

To grant a discharge of liability for the previous fiscal year : Johan Malmquist	✓	✓
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Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.08

BOARD POLICY

To grant a discharge of liability for the previous fiscal year : Malin Persson	✓	✓
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Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.09

BOARD POLICY

To grant a discharge of liability for the previous fiscal year : Kristian Samuelsson	✓	✓
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Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 12.10			BOARD	POLICY
To grant a discharge of liability for the previous fiscal year : Johan Stern			✓	✓
Proposer : Board				

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 12.11			BOARD	POLICY
To grant a discharge of liability for the previous fiscal year : Mattias Perjos			✓	✓
Proposer : Board				

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 12.12			BOARD	POLICY
To grant a discharge of liability for the previous fiscal year : Rickard Karlsson			✓	✓
Proposer : Board				

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 12.13			BOARD	POLICY
To grant a discharge of liability for the previous fiscal year : Ake Larsson			✓	✓

Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.14

To grant a discharge of liability for the previous fiscal year : Peter Jormalm

BOARD



POLICY



Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 12.15

To grant a discharge of liability for the previous fiscal year : Frederik Brattborn

BOARD



POLICY



Proposer : Board

No concerns have been raised concerning the actions of the executives. A vote against the proposal was recorded.

Vote recorded

ITEM 13.01

To establish the number of directors at 9 and deputy members at 0

BOARD



POLICY



Proposer : Board

The proposed size, which is within the range of 5 to 17 board members stipulated in the policy, will allow the board to be effective. This proposal asks that the number of directors be fixed, while the two thirds of the board is not made up of independent directors. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 13.02		BOARD	POLICY
To establish the number of auditors at 1 and deputy auditors at 0.		✓	✓
Proposer : Board			
It is common practice to appoint only one audit firm. A vote in favour of the proposal was recorded.		Vote recorded	
ITEM 14.01		BOARD	POLICY
To approve the directors' compensation.		✓	✓
Proposer : Board			
The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.		Vote recorded	
ITEM 14.02		BOARD	POLICY
To approve the fees paid to the auditing firm.		✓	✗
Proposer : Board			
It is the Board's responsibility to establish the auditors' fees. More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.		Vote recorded	
ITEM 15.01		BOARD	POLICY
Elect Carl Bennet		✓	✗
Proposer : Board			

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. He holds a percentage of the company's voting shares, which compromises her independence. A vote against the candidate was recorded.

Vote recorded		
ITEM 15.02	BOARD	POLICY
Elect Johan Bygce	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is the Chairman of Nobina AB and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

Vote recorded		
ITEM 15.03	BOARD	POLICY
Elect Cecilia Daun Wennborg	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded		
ITEM 15.04	BOARD	POLICY
Elect Barbro Friden	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 15.05	BOARD	POLICY
Elect Dan Frohm	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has other significant types of economic relationships with a principal shareholder. A vote against the proposal was recorded.

Vote recorded

ITEM 15.06	BOARD	POLICY
Elect Johan Malmquist	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He is a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 15.07	BOARD	POLICY
Elect Mattias Perjos	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 15.08	BOARD	POLICY
Elect Malin Persson	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 15.09	BOARD	POLICY
Elect Kristian Samuelsson	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 15.10	BOARD	POLICY
To approve the election of the candidate to the Board Chair : Johan Malmquist	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Audit Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. He is the Chairman of Nobina AB and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 16

BOARD POLICY

To approve the appointment of the auditing firm : PriceWaterHouseCoopers



Proposer : Board

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded

ITEM 17

BOARD POLICY

To approve the report on executive compensation.



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 18

BOARD POLICY

To approve the policy on executive compensation.



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Bank of America Corporation (BAC)	MEETING DATE 2022-04-26 ,
COUNTRY United States	RECORD DATE 2022-03-01
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 60505104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	40600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Sharon L. Allen	✓	✗
01.02	Elect Frank P. Bramble, Sr.	✓	✗
01.03	Elect Pierre J. P. de Weck	✓	✗
01.04	Elect Arnold W. Donald	✓	✗
01.05	Elect Linda P. Hudson	✓	✗
01.06	Elect Monica C. Lozano	✓	✗
01.07	Elect Brian T. Moynihan	✓	✗
01.08	Elect Lionel L. Nowell, III	✓	✓
01.09	Elect Denise L. Ramos	✓	✓
01.10	Elect Clayton S. Rose	✓	✓
01.11	Elect Michael D. White	✓	✓
01.12	Elect Thomas D. Woods	✓	✗
01.13	Elect R. David Yost	✓	✗
01.14	Elect Maria T. Zuber	✓	✗
02	Advisory Vote on Executive Compensation	✓	✓
03	Ratification of Auditor	✓	✓
04	Ratification of Exclusive Forum Provision	✓	✗

05	Shareholder proposal requesting that the Board of Directors commission an independent racial equity audit that analyzes the company's impacts on civil rights and non-discrimination, as well as the impacts of these issues on the company's operations.	✗	✗
06	Shareholder proposal requesting the adoption of a policy to cease financing of fossil fuel supplies.	✗	✓
07	Shareholder Proposal Regarding Charitable Contributions Disclosure	✗	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Sharon L. Allen	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. She has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Frank P. Bramble, Sr.	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
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Elect Pierre J. P. de Weck



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Arnold W. Donald



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Carnival Corporation and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Linda P. Hudson



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Monica C. Lozano



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Brian T. Moynihan



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Lionel L. Nowell, III



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Denise L. Ramos



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Clayton S. Rose	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Michael D. White	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect Thomas D. Woods	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect R. David Yost	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.14	BOARD	POLICY
Elect Maria T. Zuber	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. She has direct family ties with an employee of Bank of America. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY

Advisory Vote on Executive Compensation



Proposer : Board

25% of the executives' incentive pay is based on their performance over only one year. This encourages executives to focus on short-term results, to the potential detriment of the company's long-term performance. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Ratification of Exclusive Forum Provision



Proposer : Board

The proposal seeks to add an article to the Articles of association and bylaws to designate the Delaware Court of Chancery as the one and only forum for specified legal actions. This amendment is intended to avoid subjecting the company to multiple lawsuits in multiple jurisdictions on Delaware corporate law issues. However, the company has not demonstrated that it has ever suffered significant harm from multiple combinations of class actions filed in different jurisdictions concerning the same case. The proposal is in the shareholders' interest. A vote against the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder proposal requesting that the Board of Directors commission an independent racial equity audit that analyzes the company's impacts on civil rights



and non-discrimination, as well as the impacts of these issues on the company's operations.

Proposer : Board

Companies that do not respect the principle of employment equity are exposed to financial, legal and reputational risks, as well as risks of disinvestment by responsible investors. On the contrary, the prevention of discrimination and the creation of an open and diverse work environment, at all levels of the organization, offer many advantages to businesses, for example, by providing different perspectives, increasing productivity and employees' morale, eliminating the limitations of group think and reducing risks associated with discrimination. Studies have also shown that diversity has a positive effect on financial performance. Thus, according to a report released by McKinsey & Company in May 2020, companies with the most diverse management teams are more likely than ever to perform better than their peers. Its new study indicates that companies in the top quartile for ethnic and cultural diversity are now 36% more likely to have above average profitability than those in the fourth quartile. This likelihood reached 21% for those with more women among their managers. It is thus in the interest of shareholders that companies address issues related to diversity, inclusion, and equity and that they combat discrimination in employment. The Bank of America has already made commitments to this effect and launched initiatives to generate opportunities for people and communities of color, including access to housing and equal employment opportunities. The company also publishes information on these issues, including data from its EEO-1 report on workforce diversity. Besides, while we support greater transparency on the part of companies, we have doubts about the real intentions of the proponent. Indeed, the proposal filed by the National Center for Public Policy Research's (NCPFR) does not appear to have the primary motive of preventing discrimination and ensuring an open and inclusive workplace. The NCPFR has a long history of filing anti-social proposals that serve its political agenda more than the interests of shareholders and the company. Their shareholder proposals often have the appearance of proposals from responsible investors who request information or actions to improve the social or environmental performance of companies, but after examination, we find that these could be aimed at thwarting the company's actions in these areas. Note that they have often targeted companies that defend, for example, the rights of people from the lesbian, gay, bisexual, and transgender (LGBT) community or who are in favor of the fight against climate change and the development of renewable energies. In this case, they criticize corporate anti-discrimination and racial equity programs as "discriminatory". In this context, we do not believe it is justified to support the proposal. A vote against the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Shareholder proposal requesting the adoption of a policy to cease financing of fossil fuel supplies.

✗

✓

Proposer : Board

The company's efforts to take into account the environment, and climate change in particular, should be encouraged. Investors are most worried about its exposure to the risks associated with the carbon bubble. Most of the campaigns denouncing banks' impact on climate change target the polluting companies they finance. Energy from fossil sources is becoming increasingly expensive and scarce, while energy from renewable sources is becoming increasingly abundant and affordable. It is therefore normal for shareholders to call for a cut in investments in fossil fuels and a reduction in investments already made in favor of renewable energies, which have a better future. In addition, the company says it has a policy that incorporates climate change concerns. By continuing to finance highly polluting sectors, it can undermine the credibility of its policy. More and more investors like the Caisse des Dépôts of France and the Government Pension Fund of Norway are withdrawing from companies that emit large amounts of carbon. It is among the 60 banks worldwide that have injected the most money into fossil fuel companies since the Paris Agreement was adopted, according to a March 2021 report by Rainforest Action Network and other environmental groups (Banking on Climate Chaos 2021). This puts it in 4th place for fossil fuel financing for the period 2016-2021, with over US\$109.833 trillion, and it ranks in the Top 30 of banks that

finance polluting entities. Bank of America Corporation thus risks isolating itself by maintaining or increasing its presence in the fossil fuel sector. Investments in this sector are becoming increasingly risky, while renewable energies offer enormous opportunities. It is therefore normal for investors to ask the bank to stop investing in a sector with a lot of uncertainties in favor of a very promising one. GIR recommends a vote in favour of the proposal. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
Shareholder Proposal Regarding Charitable Contributions Disclosure			✗	✗
Proposer : Board				

Publishing a report on political contributions would be useful. In addition to creating legal risks related to the complexity of the relevant laws, political contributions create sizeable problems that can have repercussions on the value added. These companies obtain benefits at the expense of more effective strategies, such as investing in research and development. Charitable donations can also promote executives' interests without representing those of the company or its shareholders. However, the National Legal and Policy Center is a research and education organization promoting ethics in the public sphere. Nevertheless, the organization's goal is to reduce the size of government and uses questionable techniques to do so. We cannot support this proposal, even if at first glance it seems to be in line with best practices, since it would be an endorsement of the American think tank. A vote against the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Fastenal Company (FAST)	MEETING DATE 2022-04-23 ,
COUNTRY United States	RECORD DATE 2022-03-23
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 311900104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	58200

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Scott A. Satterlee	✓	✗
01.02	Elect Michael J. Ancius	✓	✗
01.03	Elect Stephen L. Eastman	✓	✗
01.04	Elect Daniel L. Florness	✓	✗
01.05	Elect Rita J. Heise	✓	✗
01.06	Elect Hsenghung Sam Hsu	✓	✓
01.07	Elect Daniel L. Johnson	✓	✗
01.08	Elect Nicholas J. Lundquist	✓	✗
01.09	Elect Sarah N. Nielsen	✓	✓
01.10	Elect Reyne K. Wisecup	✓	✗
02	Ratification of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Scott A. Satterlee	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.02			BOARD	POLICY
Elect Michael J. Ancius			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Stephen L. Eastman			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect Daniel L. Florness			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Rita J. Heise	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Hsenghung Sam Hsu	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Daniel L. Johnson	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Nicholas J. Lundquist			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Sarah N. Nielsen			<div>✓</div>	<div>✓</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Reyne K. Wisecup			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She is currently an executive of the company. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✓
Proposer : Board				

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Covestro AG (ETR:1COV)	MEETING DATE 2022-04-21 ,
COUNTRY Germany	RECORD DATE 2022-03-30
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES D0R41Z100

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442096	Genus Pooled Funds - Fossil Free Dividend Fund - 000442096	35100

ITEM	PROPOSAL	BOARD	POLICY
02	To approve a dividend of eur 3.40 per common share.	✓	✓
03	Approve discharge of management board for fiscal year 2021	✓	✓
04	Approve discharge of supervisory board for fiscal year 2021	✓	✓
05	Ratify KPMG ag as auditors for fiscal year 2022 and for the review of the interim financial statements for fiscal year 2022 and first quarter of fiscal year 2023	✓	✓
06	Elect Sven Schneider to the supervisory board	✓	✓
07	Approve remuneration report	✓	✓
08	Approve remuneration policy	✓	✓
09	Approve remuneration of supervisory board	✓	✓

PROXY ANALYSIS

ITEM 02	BOARD	POLICY
To approve a dividend of eur 3.40 per common share.	✓	✓

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Approve discharge of management board for fiscal year 2021	✓	✓

Proposer : Board

There are no concerns regarding the actions of directors and officers.A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

Approve discharge of supervisory board for fiscal year 2021

BOARD POLICY



Proposer : Board

There are no concerns regarding the actions of directors and officers.A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

Ratify KPMG ag as auditors for fiscal year 2022 and for the review of the interim financial statements for fiscal year 2022 and first quarter of fiscal year 2023

BOARD POLICY



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The length of the relationship between the company and the auditing firm meets the policy criteria. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

Elect Sven Schneider to the supervisory board

BOARD POLICY



Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
Approve remuneration report			✓	✓
Proposer : Board				

A complete analysis of the compensation report shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
Approve remuneration policy			✓	✓
Proposer : Board				

A complete analysis of the compensation policy shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY
Approve remuneration of supervisory board			✓	✓
Proposer : Board				

The supervisory board members' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER L'Oreal SA (OR)	MEETING DATE 2022-04-21 ,
COUNTRY France	RECORD DATE 2022-04-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES F58149133

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	3600
000442010	Genus Canglobe Equity fund	3700
000442029	Genus Fossil Free CanGlobe Equity fund	6500

ITEM	PROPOSAL	BOARD	POLICY
01	Approval financial statements	✓	✗
02	Approval consolidated financial statements	✓	✗
03	Allocation of income ; Dividend : EUR 4.80	✓	✓
04	Elect Jean-Paul Agon	✓	✗
05	Elect Patrice Caine	✓	✓
06	Elect Belen Garijo	✓	✗
07	Renewal of the term of office of Deloitte	✓	✓
08	Appointment of Ernst and Young	✓	✓
09	Advisory Vote on Executive Compensation.	✓	✓
10	Approve the compensation of Jean-Paul Agon (period from the January 1st 2021 to April 30th 2021)	✓	✓
11	Approve the compensation of Jean-Paul Agon (period from the May 1st 2021 to December 31st 2021)	✓	✗
12	Approve the compensation of Nicolas Hieronimus	✓	✓
13	Approval the directors compensation policy	✓	✓
14	Approval compensation policy for the chairman	✓	✗
15	Approval compensation policy for the CEO	✓	✓
16	Approuval the repurchase agreement	✓	✗
17	Authorization for the company to repurchase its own shares	✓	✗

18	Reduce the capital by cancelling shares	✓	✓
19	Free allocation of existing shares	✓	✗
20	Delegation of authority granted to the board of directors to allow the realisation of a capital increase reserved for employees, with cancellation of the shareholders pre-emptive subscription right.	✓	✗
21	Delegation of authority granted to the board of directors to allow the realisation of a capital increase reserved for categories of beneficiaries consisting of employees of foreign subsidiaries, with cancellation of the pre-emptive right, in the context of an employee shareholding operation.	✓	✗
22	Amendment to article 9 to change the age limit for the exercise of duty of the chairman.	✓	✓
23	Amendment to article 11 to specify the age limit for the exercise of duty of the CEO.	✓	✓
24	Amendment to articles 2 and 7 in the context of legislative changes.	✓	✓
25	Amendment to article 8 in order to remove the mention of the ownership.	✓	✗
26	Power to carry out formalities	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Approval financial statements	✓	✗
Proposer : Board		

We observe that less than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote against the proposal was recorded.

		Vote recorded	
ITEM 02		BOARD	POLICY
Approval consolidated financial statements		✓	✗
Proposer : Board			

We observe that less than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Allocation of income ; Dividend : EUR 4.80	✓	✓
Proposer : Board		

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Elect Jean-Paul Agon	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Elect Patrice Caine	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the

candidate was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Elect Belen Garijo	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the CEO of another company and sits on more than two board. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Renewal of the term of office of Deloitte	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 08	BOARD	POLICY
Appointment of Ernst and Young	✓	✓
Proposer : Board		

A new alternate auditing firm is being asked to replace the previous one, following the end of their mandate. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded		
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ITEM 09	BOARD	POLICY
Advisory Vote on Executive Compensation.	✓	✓

Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10	BOARD	POLICY
Approve the compensation of Jean-Paul Agon (period from the January 1st 2021 to April 30th 2021)	✓	✓

Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 11	BOARD	POLICY
Approve the compensation of Jean-Paul Agon (period from the May 1st 2021 to December 31st 2021)	✓	✗

Proposer : Board

The compensation consists only of fixed remuneration in the amount of EUR 1,600,000. The compensation does not meet all of the policy criteria. This is considered excessive even for a chairman. A vote against the proposal was recorded.

Vote recorded

ITEM 12	BOARD	POLICY
Approve the compensation of Nicolas Hieronimus	✓	✓

Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 13

BOARD POLICY

Approval the directors compensation policy



Proposer : Board

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 14

BOARD POLICY

Approval compensation policy for the chairman



Proposer : Board

A complete analysis of the compensation policy shows that it meets all of the policy criteria. However, the amount of EUR 1.6 million is deemed excessive. A vote against the proposal was recorded.

Vote recorded

ITEM 15

BOARD POLICY

Approval compensation policy for the CEO



Proposer : Board

The compensation package consists of a fixed remuneration, a variable remuneration in performance-based shares and benefits in kind. The compensation meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 16			BOARD	POLICY
Approuval the repurchase agreement				
Proposer : Board			<hr/>	

It is the Board of Directors’ responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company’s needs and strategic opportunities. The buyback price premium may exceed 10 %, which goes against the policy. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 17			BOARD	POLICY
Authorization for the company to repurchase its own shares				
Proposer : Board			<hr/>	

The buyback price premium may exceed 10 %, which goes against the policy. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 18			BOARD	POLICY
Reduce the capital by cancelling shares				
Proposer : Board			<hr/>	

It is the Board’s responsibility to make recommendations on the cancellation of some shares or categories of shares, based on a needs analysis and strategic opportunities. The cancellation of repurchased shares results in a share-capital reduction.This is a way of restoring assets to shareholders when liquidities are greater than investment needs. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 19			BOARD	POLICY

Free allocation of existing shares



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the allotment of some of its share or share categories based on an analysis of the company's needs and strategic opportunities. The plan utilizes grants of free shares, which goes against the policy. A vote against the proposal was recorded.

Vote recorded

ITEM 20

BOARD

POLICY

Delegation of authority granted to the board of directors to allow the realisation of a capital increase reserved for employees, with cancellation of the shareholders pre-emptive subscription right.



Proposer : Board

The price of the share offered to employees could be reduced by more than 20 %. A vote against the proposal was recorded.

Vote recorded

ITEM 21

BOARD

POLICY

Delegation of authority granted to the board of directors to allow the realisation of a capital increase reserved for categories of beneficiaries consisting of employees of foreign subsidiaries, with cancellation of the pre-emptive right, in the context of an employee shareholding operation.



Proposer : Board

The price of the share offered to employees could be reduced by more than 15 %. A vote against the proposal was recorded.

Vote recorded

ITEM 22

BOARD

POLICY

Amendment to article 9 to change the age limit for the exercise of duty of the chairman.



Proposer : Board

The age limit of the chair is raised from 65 to 73 year-old as Mr. Agon is reaching 66 in 2022. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 23			BOARD	POLICY
Amendment to article 11 to specify the age limit for the exercise of duty of the CEO.			✓	✓
Proposer : Board				

The new rule requires the CEO to leave office no later than the general meeting following his or her 65th birthday. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 24			BOARD	POLICY
Amendment to articles 2 and 7 in the context of legislative changes.			✓	✓
Proposer : Board				

The amendments generally clarify the current articles or bylaws and are administrative. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 25			BOARD	POLICY
Amendment to article 8 in order to remove the mention of the ownership.			✓	✗
Proposer : Board				

The new rule no longer requires each director to hold 5 share of the companys. Although this amendment is not material, the Board does not justify this change. A vote against the proposal was recorded.

<hr/>			Vote recorded	
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ITEM 26

BOARD POLICY

Power to carry out fomalities



Proposer : Board

This is a formality. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Jeronimo Martins SGPS SA (JMT)	MEETING DATE 2022-04-21 ,
COUNTRY Portugal	RECORD DATE 2022-04-12
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES X40338109

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01	Approve individual and consolidated financial Statement and statutory report	✓	✓
02	To approve a dividend of EUR 0.79 per common share.	✓	✓
03	To grant a discharge of liability to the directors, Executive Committee and auditors for the previous fiscal year.	✓	✓
04	Elect corporate bodies	✓	✗
05	Elect remuneration committee	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Approve individual and consolidated financial Statement and statutory report	✓	✓
Proposer : Board		

We observe that more than 67% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. After verifying the length of the relationship between the company and the auditing firm, we can confirm the latter's independence. These reports were provided to all shareholders before the day of the meeting. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
To approve a dividend of EUR 0.79 per common share.	✓	✓
Proposer : Board		

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
To grant a discharge of liability to the directors, Executive Committee and auditors for the previous fiscal year.				
Proposer : Board			<hr/>	

No concerns have been raised concerning the actions of the directors, auditors and executives. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Elect corporate bodies				
Proposer : Board			<hr/>	

The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against all of the candidates was recorded, since individual voting is not available.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Elect remuneration committee				
Proposer : Board			<hr/>	

The election of Committee members is the responsibility of the Board. The information disclosed in the circular is insufficient to assess the candidates' independence and competence. A vote against all of the candidates was recorded, since individual voting is not available.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Humana Inc. (HUM)	MEETING DATE 2022-04-21 ,
COUNTRY United States	RECORD DATE 2022-02-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 444859102

ITEM	PROPOSAL	BOARD	POLICY
01	Elect Raquel C. Bono	✓	✓
02	Elect Bruce Broussard	✓	✗
03	Elect Frank A. D'Amelio	✓	✗
04	Elect David T. Feinberg	✓	✗
05	Elect Wayne A.I. Frederick	✓	✓
06	Elect John W. Garratt	✓	✓
07	Elect Kurt J. Hilzinger	✓	✗
08	Elect David A. Jones Jr.	✓	✗
09	Elect Karen W. Katz	✓	✗
10	Elect Marcy S. Klevorn	✓	✓
11	Elect William J. McDonald	✓	✗
12	Elect Jorge S. Mesquita	✓	✓
13	Elect James J. O'Brien	✓	✗
14	Ratification of Auditor	✓	✓
15	Advisory Vote on Executive Compensation	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
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Elect Raquel C. Bono



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Elect Bruce Broussard



Proposer : Board

This nominee is not deemed independent according to the company. She is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Elect Frank A. D'Amelio



Proposer : Board

This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not independent. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Elect David T. Feinberg



Proposer : Board

He is the CEO of Cerner Corporation and sits on more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Elect Wayne A.I. Frederick



Proposer : Board

This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Elect John W. Garratt



Proposer : Board

This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 07

BOARD POLICY

Elect Kurt J. Hilzinger



Proposer : Board

This nominee is not deemed independent according to the policy. He has been on the board for over 12 years. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
Elect David A. Jones Jr.			✓	✗
Proposer : Board				

This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not independent. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY
Elect Karen W. Katz			✓	✗
Proposer : Board				

This nominee is deemed independent according to the policy. The chairman is not independent. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 10			BOARD	POLICY
Elect Marcy S. Klevorn			✓	✓
Proposer : Board				

This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 11			BOARD	POLICY
Elect William J. McDonald			✓	✗
Proposer : Board				

This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 12			BOARD	POLICY
Elect Jorge S. Mesquita			✓	✓
Proposer : Board				

This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 13			BOARD	POLICY
Elect James J. O'Brien			✓	✗
Proposer : Board				

This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 12 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 14			BOARD	POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 15

BOARD

POLICY

Advisory Vote on Executive Compensation



Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Segro PLC (SGRO)	MEETING DATE 2022-04-21 ,
COUNTRY United Kingdom	RECORD DATE 2022-04-19
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G80277AA7

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✓
02	To approve a dividend of GBP 0.17 per common share.	✓	✓
03	Remuneration Report	✓	✓
04	Remuneration Policy	✓	✓
05	Elect Gerald Corbett	✓	✓
06	Elect Mary Barnard	✓	✓
07	Elect Sue Clayton	✓	✓
08	Elect Soumen Das	✓	✓
09	Elect Carol Fairweather	✓	✓
10	Elect Andy Gulliford	✓	✓
11	Elect Martin Moore	✓	✓
12	Elect David Sleath	✓	✓
13	Elect Simon Fraser	✓	✓
14	Elect Andy Harrison	✓	✓
15	Elect Linda Yueh	✓	✗
16	Appointment of Auditor : PricewaterhouseCoopers.	✓	✓
17	Authority to Set Auditor's Fees	✓	✓

18	Authorisation of Political Donations	✓	✗
19	Amendment to Long-Term Incentive Plan	✓	✓
20	Authority to Issue Shares w/ Preemptive Rights	✓	✓
21	Authority to Issue Shares w/o Preemptive Rights	✓	✓
22	Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)	✓	✓
23	Authority to Repurchase Shares	✓	✓
24	Authority to Set General Meeting Notice Period at 14 Days	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Accounts and Reports	✓	✓
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. After verifying the length of the relationship between the company and the auditing firm, we can confirm the latter's independence. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
To approve a dividend of GBP 0.17 per common share.	✓	✓
Proposer : Board		

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Remuneration Report			✓	✓
Proposer : Board				

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Remuneration Policy			✓	✓
Proposer : Board				

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Elect Gerald Corbett			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY

Elect Mary Barnard	<div></div>	<div>✓</div>	<div>✓</div>
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Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 07		BOARD	POLICY
Elect Sue Clayton	<div></div>	<div>✓</div>	<div>✓</div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 08		BOARD	POLICY
Elect Soumen Das	<div></div>	<div>✓</div>	<div>✓</div>

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 09		BOARD	POLICY
	<div></div>	<div></div>	<div></div>

Elect Carol Fairweather



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 10

BOARD

POLICY

Elect Andy Gulliford



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief operating officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 11

BOARD

POLICY

Elect Martin Moore



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 12

BOARD

POLICY

Elect David Sleath



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 13

Elect Simon Fraser

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 14

Elect Andy Harrison

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 15

Elect Linda Yueh

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 16

BOARD POLICY

Appointment of Auditor : PricewaterhouseCoopers.



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. After verifying the length of the relationship between the company and the auditing firm, we can confirm the latter's independence. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD POLICY

Authority to Set Auditor's Fees



Proposer : Board

It is the Board's responsibility to establish the auditors' fees. More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 18

BOARD POLICY

Authorisation of Political Donations



Proposer : Board

Companies should not influence the democratic process through financial contributions. These donations also mean that less funding is available to develop company projects. A vote against the proposal was recorded.

Vote recorded		
ITEM 19	BOARD	POLICY
Amendment to Long-Term Incentive Plan	✓	✓

Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 20	BOARD	POLICY
Authority to Issue Shares w/ Preemptive Rights	✓	✓

Proposer : Board

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Pre-emptive rights give shareholders priority to subscribe for newly issued shares pro rated according to their previous level of participation. Shareholders exercising their subscription rights prevent the dilution of their participation in the company. The capital issue is acceptable given that it doesn't represent more than 50% of outstanding shares and has a specific timeframe. This issuance is justified by adequately disclosed business reasons. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 21	BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights	✓	✓

Proposer : Board

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of

the proposal was recorded.

<hr/>			Vote recorded	
ITEM 22			BOARD	POLICY
Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 23			BOARD	POLICY
Authority to Repurchase Shares			✓	✓
Proposer : Board				

It is the Board of Directors’ responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company’s needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 24			BOARD	POLICY
Authority to Set General Meeting Notice Period at 14 Days			✓	✗
Proposer : Board				

This proposal requests the authorization to shorten the delay in calling special meetings from 21 to 14 days, which limits the time available to shareholders to prepare for the meeting. A vote against the proposal was recorded.

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PROXY SUMMARY

ISSUER Fairfax Financial Holdings Ltd (FFH)	MEETING DATE 2022-04-21 ,
COUNTRY Canada	RECORD DATE 2022-03-04
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 303901102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	1100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Robert J. Gunn	✓	
01.02	Elect David L. Johnston	✓	
01.03	Elect Karen I. Jurjevich	✓	✓
01.04	Elect R. William McFarland	✓	
01.05	Elect Christine McLean	✓	
01.06	Elect Timothy R. Price	✓	
01.07	Elect Brandon W. Sweitzer	✓	
01.08	Elect Lauren C. Templeton	✓	✓
01.09	Elect Benjamin P. Watsa	✓	
01.10	Elect V. Prem Watsa	✓	
01.11	Elect William C. Weldon	✓	
02	Appointment of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Robert J. Gunn	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect David L. Johnston		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former employee of the company. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Karen I. Jurjevich		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect R. William McFarland		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of Farmers Edge and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Christine McLean				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. She has direct family ties with a related director. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Timothy R. Price				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 12 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Brandon W. Sweitzer				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 12 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Lauren C. Templeton		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Benjamin P. Watsa		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He has direct family ties with a related director. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect V. Prem Watsa		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect William C. Weldon		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He received a significant sum of money during a single year (compensation or fees). In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Appointment of Auditor		

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Citrix Systems Inc. (CTXS)	MEETING DATE 2022-04-21 ,
COUNTRY United States	RECORD DATE 2022-03-08
MEETING LOCATION	
MEETING TYPE Special	SECURITIES 177376100

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717060	Genus Pooled Funds - 160717060	18900

ITEM	PROPOSAL	BOARD	POLICY
01	Merger	✓	✓
02	Advisory Vote on Golden Parachutes	✓	✗
03	Right to Adjourn Meeting	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Merger	✓	✓

Proposer : Board

On January 31, 2022, Citrix Systems Inc. and Vista Equity Partners Management, LLC entered into a definitive merger agreement. According to Vista, it will partner with an affiliate of Elliott Investment Management LP to jointly acquire the company in an all-cash transaction that values the company's total issued share capital at approximately \$13.79 billion and the company's total enterprise value at approximately \$16.81 billion. Investors remained fairly neutral, as Citirx's stock gained less than 0.5% on the day of the announcement and has lost less than 0.03% since. The break fees, payable in part if shareholders do not approve the transaction, are estimated at US\$409 million. The total break fees represent approximately 3% of the total transaction value. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Advisory Vote on Golden Parachutes	✓	✗

Proposer : Board

The proposed severance pay does not meet policy criteria. In the event of a change of control, the employment contracts of certain executives include the accelerated vesting of certain components of their plans that are not related to a loss of office. A vote against the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
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Right to Adjourn Meeting



Proposer : Board

This proposal does not respect the deadlines or the transparency requirements with regard to the matters to be submitted to a shareholder vote. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Lockheed Martin Corporation (LMT)	MEETING DATE 2022-04-21 ,
COUNTRY United States	RECORD DATE 2022-02-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 539830109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	16000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Daniel F. Akerson	✓	✗
01.02	Elect David B. Burritt	✓	✗
01.03	Elect Bruce A. Carlson	✓	✗
01.04	Elect John Donovan	✓	✓
01.05	Elect Joseph Dunford Jr.	✓	✗
01.06	Elect James O. Ellis, Jr.	✓	✗
01.07	Elect Thomas J. Falk	✓	✗
01.08	Elect Ilene S. Gordon	✓	✓
01.09	Elect Vicki A. Hollub	✓	✗
01.10	Elect Jeh C. Johnson	✓	✗
01.11	Elect Debra L. Reed-Klages	✓	✓
01.12	Elect James D. Taiclet	✓	✗
01.13	Elect Patricia E. Yarrington	✓	✓
02	Ratification of EY as Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
05	Shareholder proposal requesting that the company disclose the results of actual and potential human rights impact assessments associated with its high-risk products and services, including those in areas affected by conflict or in violation of international law.	✗	✓

PROXY ANALYSIS

ITEM 01.01

Elect Daniel F. Akerson

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02

Elect David B. Burritt

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

Elect Bruce A. Carlson

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential

conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect John Donovan			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Joseph Dunford Jr.			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect James O. Ellis, Jr.			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Thomas J. Falk			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Ilene S. Gordon			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Vicki A. Hollub			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. She is CEO of Occidental Petroleum and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Jeh C. Johnson			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect Debra L. Reed-Klages			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.12			BOARD	POLICY
Elect James D. Taiclet			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman. No independent lead director was appointed, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.13	BOARD	POLICY
Elect Patricia E. Yarrington	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of EY as Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Shareholder Proposal Regarding Right to Call Special Meetings	✗	✓
Proposer : John Chevedden		

This proposal would allow shareholders with a reasonable percentage of share ownership (in relation to company size) of 10% to call special meetings. It is reasonable to allow shareholders to demand a special meeting. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder proposal requesting that the company disclose the results of actual and potential human rights impact assessments associated with its high-risk products and services, including those in areas affected by conflict or in violation of international law.	✗	✓
Proposer : Sisters of Charity of Saint Elizabeth, Sisters of St. Francis of Philadelphia, School Sisters of Notre Dame Cooperative Investment Fund		

Companies directly or indirectly related to human rights violations are exposed to financial, legal, operational, and reputational risks, and even to boycott and disinvestment, which can adversely affect shareholder value. The adoption of a policy on human rights and a code of conduct for its suppliers that is credible, complete, and consistent with internationally recognized standards, allows mitigating these risks, insofar as the company ensures compliance with its policies through recognized independent auditors. They should also put in place a due diligence process to effectively identify, assess, prevent and mitigate actual and potential negative human rights impacts that they may have or to which they may contribute through their own activities or which may arise directly from their activities, products or services through their commercial relationships, as required by the United Nations Guiding Principles on Business and Human Rights. In the case of Lockheed Martin, we note that the company has a statement on good corporate citizenship and respect for human rights, as well as a code of conduct for suppliers. However, these documents are vague on human rights, focus primarily on compliance with local laws, and make no reference to the Universal Declaration of Human Rights and the International Labour Organization's (ILO) fundamental conventions, which are important and internationally recognized normative references. For example, the Code of conduct for suppliers uses a very restrictive definition of the term "child" (any person who has not yet reached the legal minimum age to be able to work at the place where the activities are performed), which opens the way for violations of children's rights in countries that are laxer on this issue. Likewise, it does not deal with freedom of association and the effective recognition of the right to collective bargaining, which, however, are the subject of two of the eight fundamental ILO conventions. In addition, the company provides little information about its due diligence process and how it ensures compliance with its supplier code of conduct. It is not known whether it uses independent auditors. Lockheed Martin is in a human rights risk area and operates in conflict-affected areas, including the Middle East and Israel, where the risk of human rights violations is higher. The company is also involved in the production of nuclear

weapons in the United Kingdom and the United States, as a supplier of services and key components for these controversial weapons. These are the subject of an international treaty, the Treaty on the Prohibition of Nuclear Weapons (TPNW), under which the States Parties (60 at present) have undertaken never to develop, produce, acquire, possess, stockpile, transfer or use such weapons. As the proponent points out, in the face of these high risks, the company must report on its actual and potential impacts on human rights and how it intends to address them, as required by the UN Guiding Principles on Business and Human Rights. This information will provide investors with assurance that the company is fulfilling its human rights responsibilities and effectively assessing and mitigating human rights risks. We therefore consider that the disclosure of the requested information is in the interests of shareholders. A vote in favour of the proposal was recorded.

[Vote recorded](#)

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PROXY SUMMARY

ISSUER ABN AMRO Bank NV (AMS: ABN)	MEETING DATE 2022-04-20 ,
COUNTRY Netherlands	RECORD DATE 2022-03-23
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES N0162C102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442010	Genus Canglobe Equity fund	49560
000442045	Genus Dividend Fund	176783

ITEM	PROPOSAL	BOARD	POLICY
02.06	Approve remuneration report	✓	✓
02.08	Adopt financial statements and statutory reports	✓	✓
03.02	Approve dividends of EUR 0.61 per share	✓	✓
04.01	Approve discharge of management board	✓	✗
04.02	Approve discharge of supervisory board	✓	✗
06.04.01	Reelect Tom De Swaan to supervisory board	✓	✓
06.04.03	Elect Sarah Russell to supervisory board	✓	✓
07.01	Grant board authority to issue shares up to 10 percent of issued capital	✓	✓
07.02	Authorize board to exclude preemptive rights from share issuances	✓	✓
07.03	Authorize repurchase of up to 10 percent of issued share capital	✓	✓
08	Authorize cancellation of repurchased shares	✓	✓

PROXY ANALYSIS

ITEM 02.06	BOARD	POLICY
Approve remuneration report	✓	✓

Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02.08			BOARD	POLICY
Adopt financial statements and statutory reports			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03.02			BOARD	POLICY
Approve dividends of EUR 0.61 per share			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04.01			BOARD	POLICY
Approve discharge of management board			<div>✓</div>	<div>✗</div>
Proposer : Board			<hr/>	

It goes against the principle of accountability to approve the actions of the Executive Committee and thereby exempt them from any liability. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04.02			BOARD	POLICY

Approve discharge of supervisory board



Proposer : Board

It goes against the principle of accountability to approve the actions of the Supervisory board and thereby exempt them from any liability. A vote against the proposal was recorded.

Vote recorded

ITEM 06.04.01

BOARD

POLICY

Reelect Tom De Swaan to supervisory board



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06.04.03

BOARD

POLICY

Elect Sarah Russell to supervisory board



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07.01

BOARD

POLICY

Grant board authority to issue shares up to 10 percent of issued capital



Proposer : Board

This proposal requests the authorization to increase the number of shares reserved in the stock-based compensation plan. It is the Board's responsibility to make recommendations on the increase of capital shares based on a needs analysis and strategic opportunities. This general authorization is routinely requested at each annual assembly. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07.02	BOARD	POLICY
Authorize board to exclude preemptive rights from share issuances	✓	✓

Proposer : Board

It is the responsibility of the Board to recommend the discontinuation of pre-emptive rights that apply to certain shares or share classes, based on an analysis of needs and strategic opportunities. The lifting of pre-emptive rights is limited to 10% of outstanding shares. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07.03	BOARD	POLICY
Authorize repurchase of up to 10 percent of issued share capital	✓	✓

Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08	BOARD	POLICY
Authorize cancellation of repurchased shares	✓	✓

Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Sherwin-Williams Company (The) (SHW)	MEETING DATE 2022-04-20 ,
COUNTRY United States	RECORD DATE 2022-02-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 824348106

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717060	Genus Pooled Funds - 160717060	5600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Kerrii B. Anderson	✓	✗
01.02	Elect Arthur F. Anton	✓	✗
01.03	Elect Jeff M. Fettig	✓	✗
01.04	Elect Richard J. Kramer	✓	✗
01.05	Elect John G. Morikis	✓	✗
01.06	Elect Christine A. Poon	✓	✓
01.07	Elect Aaron M. Powell	✓	✓
01.08	Elect Marta R. Stewart	✓	✓
01.09	Elect Michael H. Thaman	✓	✓
01.10	Elect Matthew Thornton III	✓	✓
01.11	Elect Steven H. Wunning	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Kerrii B. Anderson	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Arthur F. Anton	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. He is the Chairman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Jeff M. Fettig	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Richard J. Kramer	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect John G. Morikis	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Christine A. Poon	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY

Elect Aaron M. Powell



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Marta R. Stewart



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Michael H. Thaman



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Matthew Thornton III

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Steven H. Wunning	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗

Proposer : Board

The CEO was paid more than 200 times the average pay of Americans Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO was paid more than 3 times the pay of any other executives. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Ratification of Auditor



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Bunzl PLC (BNZL)	MEETING DATE 2022-04-20 ,
COUNTRY United Kingdom	RECORD DATE 2022-03-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G16968110

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442096	Genus Pooled Funds - Fossil Free Dividend Fund - 000442096	36600

ITEM	PROPOSAL	BOARD	POLICY
01	To approve Financial Statements, Directors' Report and Auditor's Report.	✓	✓
02	To approve a dividend of GBP 0.408 per common share.	✓	✓
03	Elect Peter Ventress	✓	✗
04	Elect Frank Van Zanten	✓	✓
05	Elect Richard Howes	✓	✓
06	Elect Vanda Murray	✓	✗
07	Elect Lloyd PitchFord	✓	✗
08	Elect Stephan Nanninga	✓	✗
09	Elect Vin Murria	✓	✗
10	To approve the appointment of the auditing firm : PricewaterhouseCoopers LLP	✓	✓
11	To authorize the directors to establish the auditors' fees.	✓	✓
12	To approve the report on executive compensation.	✓	✗
13	To authorize the issuance of shares with pre-emptive rights.	✓	✓
14	To limit pre-emptive rights.	✓	✓
15	To limit pre-emptive rights for specific capital investments.	✓	✓
16	To authorize share buyback.	✓	✓
17	To approve the minimum notice period for convening a meeting.	✓	✗

PROXY ANALYSIS

ITEM 01

To approve Financial Statements, Directors' Report and Auditor's Report.

BOARD



POLICY



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02

To approve a dividend of GBP 0.408 per common share.

BOARD



POLICY



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

Elect Peter Ventress

BOARD



POLICY



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
Elect Frank Van Zanten	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 05	BOARD	POLICY
Elect Richard Howes	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief financial officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06	BOARD	POLICY
Elect Vanda Murray	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 07	BOARD	POLICY
Elect Lloyd PitchFord	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 08	BOARD	POLICY
Elect Stephan Nanninga	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

ITEM 09	BOARD	POLICY
Elect Vin Murria	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. She is the Chairwoman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 10			BOARD	POLICY
To approve the appointment of the auditing firm : PricewaterhouseCoopers LLP			✓	✓
Proposer : Board			<hr/>	

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 11			BOARD	POLICY
To authorize the directors to establish the auditors' fees.			✓	✓
Proposer : Board			<hr/>	

It is the Board's responsibility to establish the auditors' fees. More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 12			BOARD	POLICY
To approve the report on executive compensation.			✓	✗
Proposer : Board			<hr/>	

A complete analysis of the compensation report shows that it does not meet all of the policy criteria. The compensation plan includes awards of nil-cost options. This practice is not consistent with the policy. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 13			BOARD	POLICY

To authorize the issuance of shares with pre-emptive rights.



Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 50% of outstanding shares and has a specific timeframe. This issuance is justified by adequately disclosed business reasons. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 14

BOARD

POLICY

To limit pre-emptive rights.



Proposer : Board

It is the responsibility of the Board to recommend the discontinuation of pre-emptive rights that apply to certain shares or share classes, based on an analysis of needs and strategic opportunities. The lifting of pre-emptive rights is limited, and encourages the sale of shares at the time of issuance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 15

BOARD

POLICY

To limit pre-emptive rights for specific capital investments.



Proposer : Board

It is the responsibility of the Board to recommend pre-emptive rights for certain shares or share classes, based on an analysis of needs and strategic opportunities. The lifting of pre-emptive rights is limited, and encourages the sale of shares at the time of issuance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 16

BOARD

POLICY

To authorize share buyback.



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD POLICY

To approve the minimum notice period for convening a meeting.

✓	✗
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Proposer : Board

This proposal requests the authorization to maintain the delay in calling special meetings from 21 to 14 days, which limits the time available to shareholders to prepare for the meeting. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Huntington Bancshares Inc. (HBAN)	MEETING DATE 2022-04-20 ,
COUNTRY United States	RECORD DATE 2022-02-16
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 446150104

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717017	Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017	57400

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Lizabeth A. Ardisana	✓	✓
01.02	Elect Alanna Y. Cotton	✓	✓
01.03	Elect Ann B. Crane	✓	✗
01.04	Elect Robert S. Cubbin	✓	✓
01.05	Elect Gina D. France	✓	✗
01.06	Elect J. Michael Hochschwender	✓	✗
01.07	Elect Richard H. King	✓	✓
01.08	Elect Katherine M.A. Kline	✓	✗
01.09	Elect Richard W. Neu	✓	✗
01.10	Elect Kenneth J. Phelan	✓	✓
01.11	Elect David L. Porteous	✓	✗
01.12	Elect Roger J. Sit	✓	✗
01.13	Elect Stephen D. Steinour	✓	✗
01.14	Elect Jeffrey L. Tate	✓	✓
01.15	Elect Gary Torgow	✓	✗
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01

Elect Lizabeth A. Ardisana

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

[Vote recorded](#)

ITEM 01.02

Elect Alanna Y. Cotton

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

[Vote recorded](#)

ITEM 01.03

Elect Ann B. Crane

BOARD



POLICY



[Proposer : Board](#)

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Robert S. Cubbin	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Gina D. France	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect J. Michael Hochschwender	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Richard H. King	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Katherine M.A. Kline	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Richard W. Neu	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of

the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.10			BOARD	POLICY
Elect Kenneth J. Phelan			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.11			BOARD	POLICY
Elect David L. Porteous			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.12			BOARD	POLICY
Elect Roger J. Sit			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.13			BOARD	POLICY
Elect Stephen D. Steinour			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.14			BOARD	POLICY
Elect Jeffrey L. Tate			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.15			BOARD	POLICY
Elect Gary Torgow			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Severance pay exceeds 2 times the executive's salary. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER West Fraser Timber Co. Ltd (WFT)	MEETING DATE 2022-04-20 ,
COUNTRY Canada	RECORD DATE 2022-03-02
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 952845105

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	5600

ITEM	PROPOSAL	BOARD	POLICY
01	To set the number of Directors at 11.	✓	✗
02.01	Elect Director Henry H. (Hank) Ketcham	✓	
02.02	Elect Director Reid E. Carter	✓	
02.03	Elect Director Raymond Ferris	✓	
02.04	Elect Director John N. Floren	✓	
02.05	Elect Director Ellis Ketcham Johnson	✓	✓
02.06	Elect Director Brian G. Kenning	✓	
02.07	Elect Director Marian Lawson	✓	✓
02.08	Elect Director Colleen M. Mcmorrow	✓	✓
02.09	Elect Director Robert L. Phillips	✓	
02.10	Elect Director Janice G. Rennie	✓	
02.11	Elect Director Gillian D. Winckler	✓	
03	To appoint PricewaterhouseCoopers LLP, as the Auditor of the Company for the ensuing year and to authorize the Directors to fix the Auditor's remuneration.	✓	✓
04	Amendment of the Corporate Articles	✓	✓
05	Approval of the U.S. Employee Stock Purchase Plan	✓	✓
06	Advisory Resolution on the Company's Approach to Executive Compensation (Say on Pay)	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
To set the number of Directors at 11.		
Proposer : Board		

The proposed size, which is within the range of 5 to 17 board members stipulated in the policy, will allow the board to be effective. This proposal asks that the number of directors be fixed, while the two thirds of the board is not made up of independent directors. A vote against the proposal was recorded.

Vote recorded

ITEM 02.01	BOARD	POLICY
Elect Director Henry H. (Hank) Ketcham		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.02	BOARD	POLICY
Elect Director Reid E. Carter		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

Vote recorded		
ITEM 02.06	BOARD	POLICY
Elect Director Brian G. Kenning		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02.07	BOARD	POLICY
Elect Director Marian Lawson		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02.08	BOARD	POLICY
Elect Director Colleen M. Mcmorrow		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.09			BOARD	POLICY
Elect Director Robert L. Phillips				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.10			BOARD	POLICY
Elect Director Janice G. Rennie				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on all the key committees. She has been on the board for over 10 years. The chairman is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02.11			BOARD	POLICY
Elect Director Gillian D. Winckler				
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of Pan American Silver and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
To appoint PricewaterhouseCoopers LLP, as the Auditor of the Company for the ensuing year and to authorize the Directors to fix the Auditor's remuneration.			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Amendment of the Corporate Articles			✓	✓
Proposer : Board				

Quorum would be achieved with more than 25% of voting shares present, which does not go against the policy. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Approval of the U.S. Employee Stock Purchase Plan			✓	✓
Proposer : Board				

The purchase of shares by employees aligns their interests with those of the shareholders and the plan meets all the policy criteria. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Advisory Resolution on the Company's Approach to Executive Compensation (Say on Pay)



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Compensation includes a share-option plan that does not meet all of the policy criteria. The share-dilution rate is over 5%. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER U.S. Bancorp (USB)	MEETING DATE 2022-04-19 ,
COUNTRY United States	RECORD DATE 2022-02-22
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 902973304

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	24200
160717026	Genus Canglobe Equity fund - 160717026	25800

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Warner L. Baxter	✓	✗
01.02	Elect Dorothy J. Bridges	✓	✓
01.03	Elect Elizabeth L. Buse	✓	✗
01.04	Elect Andrew Cecere	✓	✗
01.05	Elect Kimberly N. Ellison-Taylor	✓	✗
01.06	Elect Kimberly J. Harris	✓	✗
01.07	Elect Roland A. Hernandez	✓	✗
01.08	Elect Olivia F. Kirtley	✓	✗
01.09	Elect Richard P. McKenney	✓	✗
01.10	Elect Yusuf I. Mehdi	✓	✓
02	Ratification of Auditor	✓	✗
03	Advisory Vote on Executive Compensation	✓	✗
1.11	Elect John P. Wiehoff	✓	✗
1.12	Elect Scott W. Wine	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Warner L. Baxter	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. He is CEO of Ameren Corporation and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Dorothy J. Bridges	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Elizabeth L. Buse	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Andrew Cecere	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. Andrew Cecere is both CEO and chair of the board of directors. The chair of the board cannot be a member of management and still guide the board in its responsibility for overseeing management's performance without a conflict of interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD		POLICY	
Elect Kimberly N. Ellison-Taylor		✓		✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She sits on an Audit Committee that approved auditor fees where more than 25% of the fees were for non-auditing-related services. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD		POLICY	
Elect Kimberly J. Harris		✓		✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD		POLICY	
Elect Roland A. Hernandez				

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Olivia F. Kirtley	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 12 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Richard P. McKenney	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Yusuf I. Mehdi	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Ratification of Auditor	✓	✗
Proposer : Board		

More than 25% of the fees paid to the firm were for services other than financial auditing. A vote against the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. The CEO to median employee pay ratio is 225:1. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 1.11			BOARD	POLICY
Elect John P. Wiehoff			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is the Chairman of Polaris Industries inc and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 1.12			BOARD	POLICY
Elect Scott W. Wine			✓	✗
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. He sits on an Audit Committee that approved payment to the auditors of an excessive amount (over 25%) of fees not related to auditing. A vote against the candidate was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Toronto-Dominion Bank (TD)	MEETING DATE 2022-04-14 ,
COUNTRY Canada	RECORD DATE 2022-04-13
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 891160509

[illegible][illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Cherie Brant	✓	✓
01.02	Elect Amy W.Brinkley	✓	⏸
01.03	Elect Brian C.Ferguson	✓	✓
01.04	Elect Colleen A.Goggins	✓	⏸
01.05	Elect Jean-René Halde	✓	✓
01.06	Elect David E.Kepler	✓	✓
01.07	Elect Brian M.Levitt	✓	⏸
01.08	Elect Alan N.Macgibbon	✓	✓
01.09	Elect Karen E.Maidment	✓	⏸
01.10	Elect Bharat B.Masrani	✓	⏸
01.11	Elect Nadir H.Mohamed	✓	⏸
01.12	Elect Claude Mongeau	✓	✓
01.13	Elect Jane Rowe	✓	✓
02	To approve the appointment of the auditing firm : Ernst & Young.	✓	✓
03	Advisory Vote on Executive Compensation.	✓	✓
04	Shareholder proposal to adopt a policy not to finance the supply of new fossil fuels.	✗	✓
05	Shareholder proposal on obtaining public utility status.	✗	✓

06	Say-on-Climate	×	
07	Shareholder proposal to formally record the official status of French in the bank's Articles of association.	×	×
08	Shareholder proposal to disclose, in the annual report and the proxy statement, the ratio between the global compensation of the most senior executive, the top 5 executives and the average employee compensation.	×	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Cherie Brant	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Amy W.Brinkley	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Brian C.Ferguson	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Colleen A.Goggins		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
Elect Jean-René Halde		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect David E.Kepler		

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.07	BOARD	POLICY
Elect Brian M.Levitt		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. He is the Chairman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.08	BOARD	POLICY
Elect Alan N.Macgibbon		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.09	BOARD	POLICY
Elect Karen E.Maidment		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Bharat B.Masrani		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Nadir H.Mohamed		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY
Elect Claude Mongeau		
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.13	BOARD	POLICY
Elect Jane Rowe	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
To approve the appointment of the auditing firm : Ernst & Young.	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation.	✓	✓
Proposer : Board		

A complete analysis of the compensation plan shows that it meets all of the policy criteria. Compensation is based on company performance. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

Shareholder proposal to adopt a policy not to finance the supply of new fossil fuels.

✗

✓

Proposer : SumofUS

The importance of the issue of climate change is no longer to be demonstrated. Its devastating human, social, environmental and economic consequences are already being felt and are only a foretaste of a world where the rise in the Earth's average temperature would exceed 1.5°C compared to the pre-industrial era. The Glasgow Compact, which was adopted at the end of the 26th UN Climate Change Conference in November 2021, reconfirmed the need to reduce global carbon dioxide emissions by 45% by 2030 in order to keep warming below 1.5°C. For the first time, the signatory countries of the agreement have also recognized the role of fossil fuels in global warming. Studies by Rystad Energy, the International Energy Agency and the Intergovernmental Panel on Climate Change (IPCC) have already shown that in order to avoid a rise in temperature of more than 1.5°C and to achieve carbon neutrality by 2050, all new coal mining and fossil fuel exploration projects must be buried. A study published in the journal Nature on September 8, 2021, also established that to allow a 50% probability of limiting warming below 1.5° C, 60% of oil and gas reserves and 90% of coal reserves will have to remain underground, while oil and gas production will have to decrease by 3% every year across the world until 2050. Yet, while Toronto Dominion Bank claims it wants to meet the Paris Agreement goal of limiting global warming to 1.5°C and achieve carbon neutrality for its lending portfolios by 2050, including through the future adoption of science-based targets, we find that its policies have shortcomings that may undermine its commitments in the fight against climate change. For example, its policies allow it to indirectly finance oil extraction projects. Incidentally, it is among the 60 banks worldwide that have injected the most money into fossil fuel companies since the Paris Agreement was adopted, according to a March 2021 report by Rainforest Action Network and other environmental groups (Banking on Climate Chaos 2021). It thus comes in 9th position for the financing of fossil fuels for the period from 2016 to 2021, with USD 20.705 billion in loans. It is also unclear whether the bank will require its future energy clients to have a business plan aligned with the Paris Agreement, when the main challenge they face at the moment is to tackle climate change and successfully transition to a low-carbon economy, which will require the abandonment of some of their carbon-intensive assets. Therefore, we consider that despite some encouraging commitments on the part of the bank and the efforts it has made so far, it is relevant and in the interests of shareholders to support the proposal. Its adoption could encourage the company to better align its actions and policies with its climate ambitions, which would allow it to mitigate financial and reputational risks, in addition to providing investors with additional information that would allow them to better understand how it responds to the climate emergency and manages the significant risks associated with it. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Shareholder proposal on obtaining public utility status.

✗

✓

Proposer : MEDAC

The proponents request that Royal Bank of Canada update its certificate of incorporation to become a public benefit corporation with the objective of promoting a sustainable global economy. The proposal, which aims to further support companies' sustainability commitments and avoid financial and reputational risks, is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Say-on-Climate	✗	
Proposer : MEDAC		

The proponent calls for an annual advisory vote on the company's climate policies and strategies. We agree that the company's consideration of climate issues and disclosure could be improved. However, we are concerned that the adoption of a Say On Climate will become a formality, as it can be in some respects for executive compensation. We favor a binding vote, as some companies have already implemented, that would not be on an annual basis. The proposal is not in the shareholders' interest. An abstention was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Shareholder proposal to formally record the official status of French in the bank's Articles of association.	✗	✗
Proposer : MEDAC		

Based on the principle that French is an official language of Canada, that "the language of a people is its most essential fundamental characteristic, an existential characteristic" and that the company is headquartered in Canada, the proponent requests that the TD Bank formally enshrine the official status of French in its constitutive documents, with a scope that includes the language of work in Quebec and the language at its annual meetings. It considers this to be "a collective issue of equity, justice and dignity. A national issue." The Board of Directors, which opposes the proposal, emphasizes that "the bank's current policies and practices fully recognize French as one of Canada's official languages and the official language of Quebec." The company voluntarily participates in the Francization Certification program of the Office québécois de la langue française and affirms that it promotes and supports the use of French in workplaces in Quebec. Its main public and voluntary information reports are provided in French and a simultaneous interpretation service is offered for shareholder meetings. The Board also considers that the amendment of the company's constituent documents would not bring any additional benefits, while at the same time entailing unnecessary expenses. While the issue of French language remains a major issue in Quebec, as it is the language of identity for a majority of Quebecers, and while there are financial, legal and reputational risks, and even risk of boycotts, for companies that do not respect French language laws or show contempt for the French language, we are not convinced, in this case, of the need to support the proposal. The Bank, which is a federally regulated company, has already taken measures to ensure that the French language is respected in its activities in Quebec, has a Francization certificate. French is one of the official languages of its shareholder meetings and it ensures that

its employees in Quebec can work in French. Furthermore, the proponent has not demonstrated that the proposal is in the best interests of the shareholders or that the company is at fault in relation to this issue. For these reasons, we recommend voting against the proposal. A vote against the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Shareholder proposal to disclose, in the annual report and the proxy statement, the ratio between the global compensation of the most senior executive, the top 5 executives and the average employee compensation.



Proposer : Vancity Investment Management Ltd.

Conflict of interest statement: GIR wishes to inform you that it has a business relationship with the proponent of this proposal. In no way do we believe that this relationship impairs our judgment and ability to apply the criteria of your policy. If you have any questions regarding this statement, please do not hesitate to contact us. This proposal allows shareholders to measure the gap between executive compensation, which is often excessive, and that of employees. It also enables a quick peer comparison. What's more, the ratio can give a measure of the company's relative performance, which should also be measured by the salary offered to its employees. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Dow Inc. (NYSE: DOW)	MEETING DATE 2022-04-14 ,
COUNTRY United States	RECORD DATE 2022-02-18
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 260557103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717032	Genus Pooled Funds - Dividend Equity Fund - 160717032	54942

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Samuel R. Allen	✓	✗
01.02	Elect Gaurdie E. Banister, Jr.	✓	✓
01.03	Elect Wesley G. Bush	✓	✗
01.04	Elect Richard K. Davis	✓	✗
01.05	Elect Jerri L. DeVard	✓	✓
01.06	Elect Debra L. Dial	✓	✓
01.07	Elect Jeff M. Fettig	✓	✗
01.08	Elect Jim Fitterling	✓	✗
01.09	Elect Jacqueline C. Hinman	✓	✗
01.10	Elect Luis A. Moreno	✓	✓
01.11	Elect Jill S. Wyant	✓	✓
01.12	Elect Daniel W. Yohannes	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Ratification of Auditor	✓	✓
04	Shareholder proposal that the roles of Board Chair and CEO be made separate.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY

Elect Samuel R. Allen



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02

BOARD

POLICY

Elect Gaurdie E. Banister, Jr.



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03

BOARD

POLICY

Elect Wesley G. Bush



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Richard K. Davis	✓	✗
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.05	BOARD	POLICY
Elect Jerri L. DeVard	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.06	BOARD	POLICY
Elect Debra L. Dial	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Jeff M. Fettig			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. He has been on the board for over 10 years. The CEO is also chair of the board. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Jim Fitterling			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. Jim Fitterling is both CEO and chair of the board of directors. The chair of the board cannot be a member of management and still guide the board in its responsibility for overseeing management's performance without a conflict of interest. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.09			BOARD	POLICY
Elect Jacqueline C. Hinman			<div>✓</div>	<div>✗</div>
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. The CEO is also chair of the board. This arrangement

creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.10	BOARD	POLICY
Elect Luis A. Moreno	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.11	BOARD	POLICY
Elect Jill S. Wyant	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.12	BOARD	POLICY
Elect Daniel W. Yohannes	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
Advisory Vote on Executive Compensation			✓	✗
Proposer : Board				

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
Ratification of Auditor			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Shareholder proposal that the roles of Board Chair and CEO be made separate.			✗	✓
Proposer : John Chevedden				

The proposal requests that the roles of Chairman and CEO be made separate. The CEO also acts as Chairman. The Chairman's role of supervising management and his or her independence from management are compromised when the Chairman is also the company's CEO. This type of proposal generally receives significant

approval rates. Furthermore, this separation is an excellent governance practice. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Geberit AG (GBERF)	MEETING DATE 2022-04-13 ,
COUNTRY Switzerland	RECORD DATE 2022-04-07
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES H294E124

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442100	Genus Fossil Free Fund	900

ITEM	PROPOSAL	BOARD	POLICY
01	Accept financial statements and statutory reports	✓	✓
02	Approve allocation of income and dividends of chf 12.50 per share	✓	✓
03	Approve discharge of board of directors	✓	✗
04.01.01	Elect Albert Baehny	✓	✓
04.01.02	Elect Thomas Bachmann	✓	✓
04.01.03	Elect Felix Ehrat	✓	✓
04.01.04	Elect Werner Karlen	✓	✓
04.01.05	Elect Bernadette Koch	✓	✓
04.01.06	Elect Eunice Zehnder-Lai	✓	✓
04.02.01	Reappoint eunice zehnder-lai as member of the compensation committee	✓	✓
04.02.02	Reappoint thomas bachmann as member of the compensation committee	✓	✓
04.02.03	Reappoint werner karlen as member of the compensation committee	✓	✓
05	Designate roger mueller as independent proxy	✓	✓
06	Ratify PricewaterhouseCoopers ag as auditors	✓	✓
07.01	Approve remuneration report	✓	✗
07.02	Approve remuneration of directors in the amount of chf 2.4 million	✓	✓
07.03	Approve remuneration of executive committee in the amount of chf 11.5 million	✓	✗

PROXY ANALYSIS

ITEM 01

BOARD

POLICY

Accept financial statements and statutory reports



Proposer : Board

We observe that most of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Approve allocation of income and dividends of chf 12.50 per share



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Approve discharge of board of directors



Proposer : Board

It goes against the principle of accountability to approve the actions of the Board and thereby exempt them from any liability. A vote against the proposal was recorded.

Vote recorded

ITEM 04.01.01

BOARD

POLICY

Elect Albert Baehny



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.01.02

BOARD

POLICY

Elect Thomas Bachmann



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.01.03

BOARD

POLICY

Elect Felix Ehrat



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.01.04

BOARD

POLICY

Elect Werner Karlen

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.01.05

BOARD POLICY

Elect Bernadette Koch

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.01.06

BOARD POLICY

Elect Eunice Zehnder-Lai

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.02.01

BOARD POLICY

Reappoint eunice zehnder-lai as member of the compensation committee

Proposer : Board

Vote recorded

ITEM 04.02.02

BOARD

POLICY

Reappoint thomas bachmann as member of the compensation committee



Proposer : Board

Vote recorded

ITEM 04.02.03

BOARD

POLICY

Reappoint werner karlen as member of the compensation committee



Proposer : Board

Vote recorded

ITEM 05

BOARD

POLICY

Designate roger mueller as independent proxy



Proposer : Board

Due to a change in Swiss law that took effect 1 January 2014, it is required that shareholders of a Swiss company elect an independent representative. The aim of this proposal that therefore is to approve the nomination of Roger Mueller to that position. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Ratify PricewaterhouseCoopers ag as auditors



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07.01	BOARD	POLICY
Approve remuneration report	✓	✗

Proposer : Board

A complete analysis of the compensation report shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. A vote against the proposal was recorded.

Vote recorded

ITEM 07.02	BOARD	POLICY
Approve remuneration of directors in the amount of chf 2.4 million	✓	✓

Proposer : Board

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07.03	BOARD	POLICY
Approve remuneration of executive committee in the amount of chf 11.5 million	✓	✗

Proposer : Board

A complete analysis of the compensation policy shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. A vote against the proposal was recorded.

PROXY SUMMARY

ISSUER Koninklijke KPN NV (KPN)	MEETING DATE 2022-04-13 ,
COUNTRY Netherlands	RECORD DATE 2022-03-16
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES N4297B146

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442045	Genus Dividend Fund	695900
000442096	Genus Pooled Funds - Fossil Free Dividend Fund - 000442096	845700

ITEM	PROPOSAL	BOARD	POLICY
03	Accounts and Reports	✓	✓
04	Remuneration Report	✓	✓
06	Allocation of Profits/Dividend of EUR 9.10	✓	✓
07	Ratification of Management Board Acts	✓	✓
08	Ratification of Supervisory Board Acts	✓	✓
09	Appointment of EY as Auditor	✓	✓
11	Elect Kitty Koelemeijer to the Supervisory Board	✓	✓
12	Elect Chantal Vergouw to the Supervisory Board	✓	✓
15	Authority to Repurchase Shares	✓	✓
16	Cancellation of Shares	✓	✓
17	Authority to Issue Shares w/ Preemptive Rights	✓	✓
18	Authority to Suppress Preemptive Rights	✓	✓

PROXY ANALYSIS

ITEM 03	BOARD	POLICY
Accounts and Reports	✓	✓
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
Remuneration Report			✓	✓
Proposer : Board				

A complete analysis of the compensation report shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
Allocation of Profits/Dividend of EUR 9.10			✓	✓
Proposer : Board				

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
Ratification of Management Board Acts			✓	✓
Proposer : Board				

No concerns have been raised concerning the actions of the executives. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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ITEM 08		BOARD	POLICY
Ratification of Supervisory Board Acts		✓	✓
Proposer : Board			
No concerns have been raised concerning the actions of the executives. A vote in favour of the proposal was recorded.			
		Vote recorded	
ITEM 09		BOARD	POLICY
Appointment of EY as Auditor		✓	✓
Proposer : Board			
We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.			
		Vote recorded	
ITEM 11		BOARD	POLICY
Elect Kitty Koelemeijer to the Supervisory Board		✓	✓
Proposer : Board			
The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.			
		Vote recorded	
ITEM 12		BOARD	POLICY
Elect Chantal Vergouw to the Supervisory Board		✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 15

BOARD POLICY

Authority to Repurchase Shares

✓

✓

Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 16

BOARD POLICY

Cancellation of Shares

✓

✓

Proposer : Board

It is the Board's responsibility to make recommendations on the cancellation of some shares or categories of shares, based on a needs analysis and strategic opportunities. The cancellation of repurchased shares results in a share-capital reduction. This is a way of restoring assets to shareholders when liquidities are greater than investment needs. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD POLICY

Authority to Issue Shares w/ Preemptive Rights

✓

✓

Proposer : Board

It is the Board’s responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. Pre-emptive rights give shareholders priority to subscribe for newly issued shares pro rated according to their previous level of participation. Shareholders exercising their subscription rights prevent the dilution of their participation in the company. The capital issue is acceptable given that it doesn't represent more than 50% of outstanding shares and has a specific timeframe. A vote in favour of the proposal was recorded.

		Vote recorded	
ITEM 18		BOARD	POLICY
Authority to Suppress Preemptive Rights		✓	✓
Proposer : Board			

It is the responsibility of the Board to recommend the discontinuation of pre-emptive rights that apply to certain shares or share classes, based on an analysis of needs and strategic opportunities. The lifting of pre-emptive rights is limited, and encourages the sale of shares at the time of issuance. The lifting of pre-emptive rights is limited to an 18-month period. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Bank of Montreal (BMO)	MEETING DATE 2022-04-13 ,
COUNTRY Canada	RECORD DATE 2022-02-14
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 063671101/ 063671762

[illegible][illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Janice M.Babiak	✓	II
01.02	Elect Sophie Brochu	✓	II
01.03	Elect Craig W.Broderick	✓	II
01.04	Elect George A.Cope	✓	II
01.05	Elect Stephen Dent	✓	✓
01.06	Elect Christine A.Edwards	✓	II
01.07	Elect Martin S.Eichenbaum	✓	✓
01.08	Elect David E.Harquail	✓	✓
01.09	Elect Linda S.Huber	✓	✓
01.10	Elect Eric R.La Flèche	✓	II
01.11	Elect Lorraine Mitchelmore	✓	II
01.12	Elect Madhu Ranganathan	✓	✓
01.13	Elect Darryl White	✓	II
02	To approve the appointment of the auditing firm : KPMG LLP	✓	✓
03	Advisory Vote on Executive Compensation.	✓	✗
04	Shareholder social proposal - Social.	✗	✓
05	Shareholder proposal to adopt a Say On Climate	✗	✓

06	Shareholder proposal requesting that the language of the corporation be French, including the language of business in Quebec, as well as the language at annual meetings. Its official status must be formally recorded, in writing, in the company's Articles of association.	✗	✗
07	Shareholder proposal requesting that the company put in place, by the end of 2022, a policy under which it will take the necessary steps to ensure that its funding activities do not contribute to the building of new fossil fuel reserves, which would be contrary to the International Energy Agency's (IEA) 2050 net zero emissions scenario.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Janice M.Babiak	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She has been on the board for over 10 years. The chair of the board is not independent. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Sophie Brochu	✓	
Proposer : Board		

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. The chair of the board is not independent. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
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Elect Craig W.Broderick



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect George A.Cope



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. He has been on the board for over 10 years. This nominee, who is not independent, is also Chairman, which goes against policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Stephen Dent



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Christine A.Edwards



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. The chair of the board is not independent. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Martin S.Eichenbaum



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect David E.Harquail



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Linda S.Huber



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Eric R.La Flèche



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. He is CEO of Métro inc. and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.11

BOARD

POLICY

Elect Lorraine Mitchelmore



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.12			BOARD	POLICY
Elect Madhu Ranganathan			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.13			BOARD	POLICY
Elect Darryl White			✓	
Proposer : Board				

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Compensation Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
To approve the appointment of the auditing firm : KPMG LLP			✓	✓
Proposer : Board				

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation.		

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. We note that the Compensation Committee is not exclusively made up of independent members. Compensation includes a share-option plan that does not meet all of the policy criteria. The vesting schedule is not in line with the 3 years stipulated in the policy or is not linked to performance targets. The CEO was paid more than 200 times the average pay of Canadians. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
Shareholder social proposal - Social.		

Proposer : MÉDAC

The proponent is requesting that the company update its certificate of incorporation to become a public benefit corporation, with the objective of promoting a sustainable global economy. The proposal, which is intended to further support the sustainability commitments that companies can make and avoid financial and reputational risks to them, is in the best interests of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05	BOARD	POLICY
Shareholder proposal to adopt a Say On Climate		

Proposer : MÉDAC

The proponent requests an annual advisory vote on the company's climate policies and strategies. Given the concerns raised, the consideration of climate issues and the disclosure of the company would benefit from being improved. This proposal therefore presents an opportunity for shareholders to assess the company's progress on the subject. However, this vote will have to remain non-binding, so as to preserve the specific powers of each governance body. The objective of such a vote is not to give a responsibility for approving the environmental transition plan, a responsibility that falls to the board of directors and senior management, but to involve shareholders in the company's environmental ambition by allowing them to affirm their adherence to it. The involvement of shareholders in the company's

environmental transition ambition is also a positive point, even though it is important to maintain the roles specific to each instance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

Shareholder proposal requesting that the language of the corporation be French, including the language of business in Quebec, as well as the language at annual meetings. Its official status must be formally recorded, in writing, in the company's Articles of association.

BOARD POLICY

✗ ✗

Proposer : MÉDAC

Based on the principle that French is Quebec's official language, that "the language of a people is its most essential fundamental characteristic, an existential characteristic" and that the company's head office is in Quebec, the proponent asks that the Bank of Montreal formally make it its language, including at its annual meetings. It considers this to be "a collective issue of equity, justice and dignity. A national issue." The Board of Directors, which opposes the proposal, points out that French is already the working language of the company in Quebec and that its communications must be in French when they are addressed to Quebec, whether to its customers or employees. While recalling that the vast majority of the Bank's shareholders are located outside Quebec, the Board notes that the annual meeting is held in English and French and that a simultaneous interpretation service is offered on this occasion. While the issue of French language remains a major issue in Quebec, as it is the language of identity for a majority of Quebecers, and while there are financial, legal and reputational risks, and even risk of boycotts, for companies that do not respect French language laws or show contempt for the French language, we are not convinced, in this case, of the need to support the proposal. The Bank, which is a federally regulated company, has already taken measures to ensure that the French language is respected in its activities in Quebec. French is one of the official languages of its shareholder meetings and it ensures that its employees in Quebec can work in French. Furthermore, the proponent has not demonstrated that the proposal is in the best interests of the shareholders or that the company is at fault in relation to this issue. A vote against the proposal was recorded.

Vote recorded

ITEM 07

Shareholder proposal requesting that the company put in place, by the end of 2022, a policy under which it will take the necessary steps to ensure that its funding activities do not contribute to the building of new fossil fuel reserves, which would be contrary to the International Energy Agency's (IEA) 2050 net zero emissions scenario.

BOARD POLICY

✗ ✓

Proposer : Harrington Investments inc

The importance of the issue of climate change is no longer to be demonstrated. Its devastating human, social, environmental and economic consequences are already being felt and are only a foretaste of a world where the rise in the Earth's average temperature would exceed 1.5°C compared to the pre-industrial era. The Glasgow Compact, which was adopted at the end of the 26th UN Climate Change Conference in November 2021, reconfirmed the need to reduce global carbon dioxide emissions by 45% by 2030 in order to keep warming below 1.5°C. For the first time, the signatory countries of the agreement have also recognized the role of fossil fuels in global warming. Studies by Rystad Energy, the International Energy Agency and the Intergovernmental Panel on Climate Change (IPCC) have

already shown that in order to avoid a rise in temperature of more than 1.5°C and to achieve carbon neutrality by 2050, all new coal mining and fossil fuel exploration projects must be buried. A study published in the journal Nature on September 8, 2021, also established that to allow a 50% probability of limiting warming below 1.5° C, 60% of oil and gas reserves and 90% of coal reserves will have to remain underground, while oil and gas production will have to decrease by 3% every year across the world until 2050. Yet, while the Bank of Montreal claims it wants to meet the Paris Agreement's goal of limiting global warming to 1.5°C and achieve carbon neutrality for its lending portfolios by 2050, including through the future adoption of science-based targets, we find that it remains among the top funders of the fossil fuel industry, despite adopting restrictions on certain projects. It is among the 60 banks worldwide that have injected the most money into fossil fuel companies since the Paris Agreement was adopted, according to a March 2021 report by Rainforest Action Network and other environmental groups (Banking on Climate Chaos 2021). It thus comes in 16th position for the financing of fossil fuels for the period from 2016 to 2020, with USD 15.194 billion in loans in 2020. It also ranks 14th among banks that provide the most funding to expanding fossil fuel companies, disbursing USD 43.089 billion between 2016 and 2020. Therefore, we consider that despite some encouraging commitments on the part of the bank and the efforts it has made so far, it is relevant and in the interests of shareholders to support the proposal. Its adoption could encourage the company to better align its actions and policies with its climate ambitions, which would allow it to mitigate financial and reputational risks, in addition to providing investors with additional information that would allow them to better understand how it responds to the climate emergency and manages the significant risks associated with it. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Vinci SA (DG)	MEETING DATE 2022-04-12 ,
COUNTRY France	RECORD DATE 2022-04-07
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES F5879X108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442045	Genus Dividend Fund	26000

ITEM	PROPOSAL	BOARD	POLICY
01	Approve Consolidated Financial Statements And Statutory Reports	✓	✓
02	Approve Financial Statements And Statutory Reports	✓	✓
03	Approve Allocation Of Income And Dividends Of Eur 2.90 Per Share	✓	✓
04	Reelect Xavier Huillard As Director	✓	✗
05	Reelect Marie-Christine Lombard As Director	✓	✓
06	Reelect Rene Medori As Director	✓	✓
07	Reelect Qatar Holding Llc As Director	✓	✗
08	Elect Claude Laruelle As Director	✓	✓
09	Ratify Change Location Of Registered Office To 1973 Boulevard De La Defense, Nanterre (92000) And Amend Article Of Bylaws Accordingly	✓	✓
10	Authorize Repurchase Of Up To 10 Percent Of Issued Share Capital	✓	✓
11	Approve Remuneration Policy Of Directors	✓	✓
12	Approve Remuneration Policy Of Xavier Huillard, Chairman And Ceo	✓	✓
13	Approve Compensation Report	✓	✓
14	Approve Compensation Of Xavier Huillard, Chairman And Ceo	✓	✓
15	Authorize Decrease In Share Capital Via Cancellation Of Repurchased Shares	✓	✓
16	Authorize Capital Issuances For Use In Employee Stock Purchase Plans	✓	✓
17	Authorize Capital Issuances For Use In Employee Stock Purchase Plans Reserved For Employees Of International Subsidiaries	✓	✓



PROXY ANALYSIS

ITEM 01

BOARD

POLICY

Approve Consolidated Financial Statements And Statutory Reports



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Approve Financial Statements And Statutory Reports



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Approve Allocation Of Income And Dividends Of Eur 2.90 Per Share



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Reelect Xavier Huillard As Director	✓	✗
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. This nominee is both CEO and Chairman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Reelect Marie-Christine Lombard As Director	✓	✓
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Reelect Rene Medori As Director	✓	✓
Proposer : Board		

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent

members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
Reelect Qatar Holding Llc As Director			<div>✓</div>	<div>✗</div>

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. Qatar Holding is a shareholder of the company. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
Elect Claude Laruelle As Director			<div>✓</div>	<div>✓</div>

Proposer : Board

Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY
Ratify Change Location Of Registered Office To 1973 Boulevard De La Defense, Nanterre (92000) And Amend Article Of Bylaws Accordingly			<div>✓</div>	<div>✓</div>

Proposer : Board

The new headquarters will be at 1973 boulevard de La Défense (92000). This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 10	BOARD	POLICY
Authorize Repurchase Of Up To 10 Percent Of Issued Share Capital	✓	✓
Proposer : Board		

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. All voting rights related to these shares are suspended and no dividend distribution is allowed. This buyback has a well-structured timeline and the price is reasonably limited. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 11	BOARD	POLICY
Approve Remuneration Policy Of Directors	✓	✓
Proposer : Board		

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 12	BOARD	POLICY
Approve Remuneration Policy Of Xavier Huillard, Chairman And Ceo	✓	✓
Proposer : Board		

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 13			BOARD	POLICY
Approve Compensation Report			✓	✓
Proposer : Board				

A complete analysis of the compensation report shows that it meets all of the policy criteria. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 14			BOARD	POLICY
Approve Compensation Of Xavier Huillard, Chairman And Ceo			✓	✓
Proposer : Board				

The CEO compensation meets the guidelines criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 15			BOARD	POLICY
Authorize Decrease In Share Capital Via Cancellation Of Repurchased Shares			✓	✓
Proposer : Board				

It is the Board’s responsibility to make recommendations on the cancellation of some shares or categories of shares, based on a needs analysis and strategic opportunities. The cancellation of repurchased shares results in a share-capital reduction.This is a way of restoring assets to shareholders when liquidities are greater than investment needs. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 16			BOARD	POLICY

Authorize Capital Issuances For Use In Employee Stock Purchase Plans



Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and that it has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD

POLICY

Authorize Capital Issuances For Use In Employee Stock Purchase Plans Reserved For Employees Of International Subsidiaries



Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and that it has a specific timeframe. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 18

BOARD

POLICY

Authorize Filing Of Required Documents/Other Formalities



Proposer : Board

This is a formality. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Unicredit SPA (UCG)	MEETING DATE 2022-04-08 ,
COUNTRY Italy	RECORD DATE 2022-03-30
MEETING LOCATION	
MEETING TYPE Mix	SECURITIES T95132105

[illegible]

ITEM	PROPOSAL	BOARD	POLICY
01	To approve the balance sheet of year 2021	✓	✓
02	To approve a dividend of EUR 0.5380 per common share.	✓	✓
03	To eliminate certain negative reserves classified under the net equity	✓	✓
04	To authorize share buyback.	✓	✓
05	To approve the election Audit Board members	✓	✗
06	To approve the Audit board members' compensation.	✓	✓
07	To approve the policy on executive compensation.	✓	✓
08	To receive the paid emoluments report.	✓	✓
09	To approve the share-based compensation plan for executives.	✓	✓
10	To approve the incentive executive compensation.	✓	✓
11	To modify the articles of association and bylaws : article 6	✓	✓
12	To modify the articles of association and bylaws : article 20	✓	✓
13	To modify the articles of association and bylaws : article 5	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
To approve the balance sheet of year 2021	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. Those reports were distributed to all shareholders before the meeting, and the auditing firm that examined them is independent. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
To approve a dividend of EUR 0.5380 per common share.			✓	✓
Proposer : Board				

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 03			BOARD	POLICY
To eliminate certain negative reserves classified under the net equity			✓	✓
Proposer : Board				

This is a formality. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 04			BOARD	POLICY
To authorize share buyback.			✓	✓
Proposer : Board				

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. This buyback has a well-structured timeline and the price is reasonably limited. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
To approve the election Audit Board members			<div>✓</div>	<div>✗</div>
Proposer : Board				

In Italy, companies are not required to disclose the names of the nominees more than 15 days before the meeting date. One could therefore inadvertently support a slate of undesirable nominees. The slate of proposed nominees is not acceptable because at least one of the nominees does not meet policy requirements. In such a situation, the policy requires that all nominees be opposed. A vote against all of the candidates was recorded, since individual voting is not available.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
To approve the Audit board members' compensation.			<div>✓</div>	<div>✓</div>
Proposer : Board				

The remuneration of the members of the Audit Board meets the criteria of the policy. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07			BOARD	POLICY
To approve the policy on executive compensation.			<div>✓</div>	<div>✓</div>
Proposer : Board				

A complete analysis of the compensation policy shows that it meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY

To receive the paid emoluments report.



Proposer : Board

A complete analysis of the compensation report shows that it meets all of the policy criteria. The share-based compensation plan meets all of the policy criteria. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09

BOARD

POLICY

To approve the share-based compensation plan for executives.



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10

BOARD

POLICY

To approve the incentive executive compensation.



Proposer : Board

The proposed share-based compensation plan meets all of the policy criteria. Compensation is based on company performance. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 11

BOARD

POLICY

To modify the articles of association and bylaws : article 6



Proposer : Board

This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 12

BOARD POLICY

To modify the articles of association and bylaws : article 20



Proposer : Board

This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 13

BOARD POLICY

To modify the articles of association and bylaws : article 5



Proposer : Board

The proposal is not in the shareholders' interest. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Sanoma Corporation (HEL: SAA1V)	MEETING DATE 2022-04-07 ,
COUNTRY Finland	RECORD DATE 2022-03-28
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES X75713119

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442100	Genus Fossil Free Fund	45200

ITEM	PROPOSAL	BOARD	POLICY
07	To approve the Financial Statements	✓	✓
08	To approve a dividend of EUR 0.27 per common share.	✓	✓
09	To grant a discharge of liability to the directors and president for the previous fiscal year.	✓	✗
10	To approve the report on executive compensation.	✓	✓
11	To approve the policy on executive compensation.	✓	✓
12	To approve the directors' compensation.	✓	✓
13	To establish the number of directors to 9.	✓	✓
14	To approve the slate proposed by the Board of Directors for the elections.	✓	✗
15	To approve the fees paid to the auditing firm	✓	✓
16	To approve the appointment of the auditing firm : PricewaterhouseCoopers	✓	✓
17	Establishment of the shareholders' nomination committee and adoption of the charter	✓	✓
18	To authorize share buyback	✓	✓
19	To authorize the share issuance, including the granting of options, bonds and other offers.	✓	✓

PROXY ANALYSIS

ITEM 07	BOARD	POLICY
To approve the Financial Statements	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
To approve a dividend of EUR 0.27 per common share.			✓	✓
Proposer : Board				

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY
To grant a discharge of liability to the directors and president for the previous fiscal year.			✓	✗
Proposer : Board				

It goes against the principle of accountability to approve the actions of the Board and the CEO and thereby exempt them from any liability. This release of liability is the equivalent of shareholders discharging the Board of any responsibility for its management during the fiscal period, which would prevent shareholders from obtaining any compensation for damages. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 10			BOARD	POLICY
To approve the report on executive compensation.			✓	✓
Proposer : Board				

A complete analysis of the compensation report shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 11			BOARD	POLICY
To approve the policy on executive compensation.			✓	✓
Proposer : Board				

A complete analysis of the compensation policy shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 12			BOARD	POLICY
To approve the directors' compensation.			✓	✓
Proposer : Board				

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 13			BOARD	POLICY
To establish the number of directors to 9.			✓	✓
Proposer : Board				

The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 14			BOARD	POLICY
To approve the slate proposed by the Board of Directors for the elections.			✓	✗

Proposer : Board

Since we cannot vote on individual directors at this company, we are voting against the entire board. A vote against all of the candidates was recorded, since individual voting is not available.

Vote recorded

ITEM 15

BOARD POLICY

To approve the fees paid to the auditing firm



Proposer : Board

It is the Board's responsibility to establish the auditors' fees. More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 16

BOARD POLICY

To approve the appointment of the auditing firm : PricewaterhouseCoopers



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD POLICY

Establishment of the shareholders' nomination committee and adoption of the charter



Proposer : Board

The Nomination Committee will consist of up to 4 representatives of the company's largest shareholders. The committee's mandate will be to present candidates for renewal of the board of directors. This type of committee is common in Northern European companies. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 18			BOARD	POLICY
To authorize share buyback			✓	✓
Proposer : Board				

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. This buyback has a well-structured timeline and the price is reasonably limited. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 19			BOARD	POLICY
To authorize the share issuance, including the granting of options, bonds and other offers.			✓	✓
Proposer : Board				

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. This securities issuance does not have a well-structured timeline and does not include a limit of 20 % of outstanding shares, or the dilution is not disclosed. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
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PROXY SUMMARY

ISSUER Canadian Western Bank (CWB)	MEETING DATE 2022-04-07 ,
COUNTRY Canada	RECORD DATE 2022-02-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 13677F101

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717025	Genus Pooled Funds - Canglobe Equity fund - 160717025	52600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Andrew J. Bibby	✓	✗
01.02	Elect Marie Y. Delorme	✓	✓
01.03	Elect Maria Filippelli	✓	✓
01.04	Elect Christopher H. Fowler	✓	✗
01.05	Elect Linda M.O. Hohol	✓	✗
01.06	Elect Robert A. Manning	✓	✗
01.07	Elect E. Gay Mitchell	✓	✓
01.08	Elect Sarah A. Morgan-Silvester	✓	✓
01.09	Elect Margaret Mulligan	✓	✓
01.10	Elect Irfhan A. Rawji	✓	✓
01.11	Elect Ian M. Reid	✓	✗
02	Appointment of Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Andrew J. Bibby	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded		
ITEM 01.02	BOARD	POLICY
Elect Marie Y. Delorme	✓	✓
Proposer : Board		

A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.03	BOARD	POLICY
Elect Maria Filippelli	✓	✓
Proposer : Board		

A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 01.04	BOARD	POLICY
Elect Christopher H. Fowler	✓	✗
Proposer : Board		

This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. A vote against the candidate was recorded.

Vote recorded		
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ITEM 01.05	BOARD	POLICY
Elect Linda M.O. Hohol	✓	✗
Proposer : Board		

This nominee, who is considered non-independent by the policy, sits on the Compensation Committee. She has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Robert A. Manning	✓	✗
Proposer : Board		

This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect E. Gay Mitchell	✓	✓
Proposer : Board		

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Sarah A. Morgan-Silvester	✓	✓
Proposer : Board		

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Margaret Mulligan	✓	✓
Proposer : Board		

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Irfhan A. Rawji	✓	✓
Proposer : Board		

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Ian M. Reid	✓	✗
Proposer : Board		

This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Nomination Committee. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Appointment of Auditor	✓	✓

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✓

Proposer : Board

A complete analysis of the compensation plan shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Canadian Imperial Bank of Commerce (CM)	MEETING DATE 2022-04-07 ,
COUNTRY Canada	RECORD DATE 2022-02-07
MEETING LOCATION	
MEETING TYPE Annual and extraordinary	SECURITIES 136069101

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Ammar Aljoundi	✓	✓
01.02	Elect Charles Brindamour	✓	✓
01.03	Elect Nanci E. Caldwell	✓	✓
01.04	Elect Michelle L. Collins	✓	✓
01.05	Elect Luc Desjardins	✓	⏸
01.06	Elect Victor G. Dodig	✓	⏸
01.07	Elect Kevin J. Kelly	✓	✓
01.08	Elect Christine E. Larsen	✓	✓
01.09	Elect Nicholas D. LePan	✓	⏸
01.10	Elect Mary Lou Maher	✓	✓
01.11	Elect Jane L. Peverett	✓	⏸
01.12	Elect Katharine B. Stevenson	✓	⏸
01.13	Elect Martine Turcotte	✓	⏸
01.14	Elect Barry L. Zubrow	✓	⏸
02	To approve the appointment of the auditing firm : Ernst and Young LLP	✓	✓
03	Advisory Vote on Executive Compensation.	✓	✗
04	To approve the subdivision of shares.	✓	✓

05	Review of the compensation owed or paid to UK Material Risk Takers	✓	✓
06	Shareholder Proposal Regarding Becoming a Benefit Company	✗	✓
07	Shareholder proposal to adopt a Say on Climate	✗	
08	To approve the use of French language in the official reports.	✗	✗
09	Shareholder proposal to disclose, in the annual report and the proxy statement, the ratio between the global compensation of the most senior executive, the top 5 executives and the average employee compensation.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Ammar Aljoundi	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Charles Brindamour	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
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Elect Nanci E. Caldwell



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Michelle L. Collins



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Luc Desjardins



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Victor G. Dodig



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Kevin J. Kelly



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08

BOARD

POLICY

Elect Christine E. Larsen



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Nicholas D. LePan

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee. He has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Mary Lou Maher	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Jane L. Peverett	✓	

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on these committees. She has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY

Elect Katharine B. Stevenson



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. This nominee, who is not independent, is also the Chairwoman, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.13

BOARD

POLICY

Elect Martine Turcotte



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.14

BOARD

POLICY

Elect Barry L. Zubrow



Proposer : Board

He is the CEO of another company and sits on more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. We note that the Nomination Committee and the Audit Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 02			BOARD	POLICY
To approve the appointment of the auditing firm : Ernst and Young LLP			✓	✓
Proposer : Board			<hr/>	
More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.			Vote recorded	
ITEM 03			BOARD	POLICY
Advisory Vote on Executive Compensation.			✓	✗
Proposer : Board			<hr/>	
The company does not disclose in a clear and detailed manner the specific targets and tresholds that underpin its performance-based compensation programs. A part of the executives' incentive pay is based on their performance over only one year. This encourages executives to focus on short-term results, to the potential detriment of the company's long-term performance. A vote against the proposal was recorded.			Vote recorded	
ITEM 04			BOARD	POLICY
To approve the subdivision of shares.			✓	✓
Proposer : Board			<hr/>	
<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
Review of the compensation owed or paid to UK Material Risk Takers			✓	✓

Proposer : Board

This proposal applies to certain UK-based managers and is intended to comply with the European Union Capital Requirements Directive V. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

BOARD

POLICY

Shareholder Proposal Regarding Becoming a Benefit Company

✗

✓

Proposer : MEDAC

The proponent requests that the company updates its certificate of incorporation to become a public benefit corporation. As a result, its directors would be required to balance the interests of shareholders with those of other stakeholders, allowing the company to protect its communities, even if this reduces long-term financial returns to shareholders. Currently, the legal environment provides that in a situation where the interests of shareholders must be balanced against those of other stakeholders, such as employees, the board of directors should favour the former. From a responsible investment perspective, it is consistent to support this proposal. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

Shareholder proposal to adopt a Say on Climate

✗

||

Proposer : MEDAC

The proponent calls for an annual advisory vote on the company's climate policies and strategies. We agree that the company's consideration of climate issues and disclosure could be improved. However, we are concerned that the adoption of a Say On Climate will become a formality, as it can be in some respects for executive compensation. We favor a binding vote, as some companies have already implemented, that would not be on an annual basis. The proposal is not in the shareholders' interest. An abstention was recorded.

Vote recorded

ITEM 08

BOARD

POLICY

To approve the use of French language in the official reports.

✗

✗

Proposer : MEDAC

Based on the principle that French is the official language of Quebec, that "the language of a people is its most essential fundamental attribute, an existential attribute" and that the company is headquartered in Quebec, the proponent requests that CIBC formally make it its language, including at its annual meetings. He sees this as "a collective issue of equity, justice and dignity. A national issue." The Board of Directors, which opposes the proposal, points out that the Bank "believes in the importance of the French language in Canada" and that it was "one of the first non-Quebec financial institutions to obtain a francization certificate (on August 19, 1994) from the Office québécois de la langue française. For shareholder meetings, its documents are available in French and simultaneous interpretation is provided. While the issue of the French language remains a major issue in Quebec, as it is the language of identity for a majority of Quebecers, and while there are financial, legal and reputational risks, and even boycotts, for companies that do not respect French language laws or show contempt for the French language, we are not convinced, in this case, of the need to support the proposal. The Bank, which is a federally regulated company, has already taken steps to ensure respect for the French language in its Quebec operations, has a francization certificate and French is one of the official languages of its shareholder meetings. In addition, the proponent has not demonstrated that the proposal is in the best interests of the shareholders or that the company is at fault on this issue. For these reasons, we recommend voting against the proposal. A vote against the proposal was recorded.

Vote recorded

ITEM 09

BOARD POLICY

Shareholder proposal to disclose, in the annual report and the proxy statement, the ratio between the global compensation of the most senior executive, the top 5 executives and the average employee compensation.



Proposer : Vancity Investment Management

Conflict of interest statement: GIR wishes to inform you that it has a business relationship with the proponent of this proposal. In no way do we believe that this relationship impairs our judgment and ability to apply the criteria of your policy. If you have any questions regarding this statement, please do not hesitate to contact us. This proposal allows shareholders to measure the gap between executive compensation, which is often excessive, and that of employees. It also enables a quick peer comparison. What's more, the ratio can give a measure of the company's relative performance, which should also be measured by the salary offered to its employees. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Telefonica SA (TEF)	MEETING DATE 2022-04-07 ,
COUNTRY Spain	RECORD DATE 2022-04-01
MEETING LOCATION	
MEETING TYPE Ordinary	SECURITIES 879382208 / 879382109

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442096	Genus Pooled Funds - Fossil Free Dividend Fund - 000442096	195996
000442045	Genus Dividend Fund	587500

ITEM	PROPOSAL	BOARD	POLICY
01.01	To approve the annual accounts and management report.	✓	✓
01.02	To approve the non-financial information	✓	✓
01.03	To grant a discharge of liability to the directors.	✓	✗
02	To approve the profit distribution policy and the employee profit-sharing plan.	✓	✓
03	To approve the appointment of the auditing firm Pricewaterhouse Coopers.	✓	✓
04.01	To approve the election of the director: Jose Maria Abril Perez	✓	✓
04.02	To approve the election of the director: Angel Vila Boix	✓	✓
04.03	To approve the election of the director: Maria Luisa Garcia Blanco	✓	✓
04.04	To approve the election of the director: Javier De Paz Mancho	✓	✗
04.05	To approve the election of the director: Maria Rotondo Urcola	✓	✓
05	To establish the number of directors at 15.	✓	✓
06	To approve the capital reduction.	✓	✓
07.01	To authorize the directors to grant shares instead of dividends.	✓	✓
07.02	To approve the distribution of a surplus dividend.	✓	✓
08	To authorize the issuance of shares in order to supply the employees' savings plan.	✓	✓
09	To grant the authority required for the execution of the decisions taken by the meeting.	✓	✓
10	Consultative vote on the 2021 Annual Report on Director Remuneration.	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
To approve the annual accounts and management report.	✓	✓
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
To approve the non-financial information	✓	✓
Proposer : Board		

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
To grant a discharge of liability to the directors.	✓	✗
Proposer : Board		

Concerns have been raised concerning the actions of the directors. The actions of Telefonica officials are under scrutiny by the Spanish justice in an ongoing tax fraud trial, which is looking into Rodrigo Rato's, controversial banker and former Spanish government minister, alleged failure to report the company's income. A vote against the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
---------	-------	--------

To approve the profit distribution policy and the employee profit-sharing plan.



Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

To approve the appointment of the auditing firm Pricewaterhouse Coopers.



Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04.01

BOARD

POLICY

To approve the election of the director: Jose Maria Abril Perez



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a representative of Banco Bilbao Vizcaya Argentaria, a shareholder of the company, on the board of directors. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.02

BOARD

POLICY

To approve the election of the director: Angel Vila Boix



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently an executive of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.03	BOARD	POLICY
To approve the election of the director: Maria Luisa Garcia Blanco	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04.04	BOARD	POLICY
To approve the election of the director: Javier De Paz Mancho	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee, who is considered non-independent by the company, sits on these committees. He has been on the board for over 12 years. A vote against the candidate was recorded.

Vote recorded

ITEM 04.05	BOARD	POLICY
To approve the election of the director: Maria Rotondo Urcola	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Nomination Committee and the Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
To establish the number of directors at 15.			<div>✓</div>	<div>✓</div>
Proposer : Board				

The proposed size, which is within the range of 5 to 17 board members stipulated in the policy, will allow the board to be effective. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 06			BOARD	POLICY
To approve the capital reduction.			<div>✓</div>	<div>✓</div>
Proposer : Board				

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. When a share buyback is associated with a cancellation of those shares, this results in a reduction of the share capital. This is a way of restoring assets to shareholders, when liquidities are greater than investment needs. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07.01			BOARD	POLICY
To authorize the directors to grant shares instead of dividends.			<div>✓</div>	<div>✓</div>
Proposer : Board				

The opportunity for investors to receive shares instead of dividends does not entail the creation of a special share class or a potential conflict of interest for all shareholders. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 07.02			BOARD	POLICY
To approve the distribution of a surplus dividend.			✓	✓
Proposer : Board				

The distribution of a surplus dividend is in the interest of shareholders. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 08			BOARD	POLICY
To authorize the issuance of shares in order to supply the employees' savings plan.			✓	✓
Proposer : Board				

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 09			BOARD	POLICY
To grant the authority required for the execution of the decisions taken by the meeting.			✓	✓
Proposer : Board				

This is a formality. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 10			BOARD	POLICY

Consultative vote on the 2021 Annual Report on Director Remuneration.



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The grant of bonuses linked to performance is at the directors' discretion. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Royal Bank of Canada (RY)	MEETING DATE 2022-04-07 ,
COUNTRY Canada	RECORD DATE 2022-02-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 780087102

[illegible][illegible]

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Andrew A.Chisholm	✓	
01.02	Elect Jacynthe Côté	✓	
01.03	Elect Toos N.Daruvala	✓	✓
01.04	Elect David F.Denison	✓	
01.05	Elect Cynthia Devine	✓	
01.06	Elect Roberta L. Jamieson	✓	
01.07	Elect David McKay	✓	✓
01.08	Elect Kathleen Taylor	✓	
01.09	Elect Maryann Turcke	✓	
01.10	Elect Thierry Vandal	✓	✓
01.11	Elect Bridget A.Van Kralingen	✓	
01.12	Elect Frank Vettese	✓	✓
01.13	Elect Jeffery Yabuki	✓	
02	To approve the appointment of the auditing firm : PricewaterhouseCoopers.	✓	✓
03	Advisory Vote on Executive Compensation.	✓	✗
04	Shareholder proposal requesting that the company update its sustainable finance criteria to exclude the financing of fossil energy projects and of projects opposed by Indigenous peoples.	✗	✓
05	Shareholder proposal requesting that the company take steps to assess and mitigate the human rights and reputational risks associated with the financialization of housing.	✗	✓

06	Shareholder proposal asking that the company stop participating in high-polluting asset privatization transactions.	✗	✓
07	Shareholder proposal on obtaining public utility status.	✗	✓
08	Shareholder proposal to adopt a Say On Climate	✗	
09	Shareholder proposal requesting that the language of the corporation be French, including the language of business in Quebec, as well as the language at annual meetings. Its official status must be formally recorded, in writing, in the company's Articles of association.	✗	✗
10	Shareholder proposal requesting a report on loans granted over the previous years in support of a circular economy	✗	✓
11	Shareholder proposal to disclose, in the annual report and the proxy statement, the ratio between the global compensation of the most senior executive, the top 5 executives and the average employee compensation.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Andrew A.Chisholm	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair is not independent after more than 10 years on the board. This problematic situation is not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Jacynthe Côté	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair is not independent after more than 10 years on the board. This problematic

situation is not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.03			BOARD	POLICY
Elect Toos N.Daruvala			✓	✓
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.04			BOARD	POLICY
Elect David F.Denison			✓	
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Nomination Committee. He has been on the board for over 10 years. He is the Chairman of Element Fleet Management Corp and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. The chair is not independent after more than 10 years on the board. This problematic situation is not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Cynthia Devine			✓	
Proposer : Board				

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the CEO of Maple Leaf Sports and Entertainment and sits on a total of more than two boards. The number of boards on which she sits is too high and could compromise her ability to adequately serve shareholder interest. The chair is not independent after more than 10 years on the board. This problematic situation is not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 01.06	BOARD	POLICY
Elect Roberta L. Jamieson		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair is not independent after more than 10 years on the board. This problematic situation is not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect David McKay		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
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Elect Kathleen Taylor



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the policy. She has been on the board for over 10 years. This nominee, who is not independent, is also the Chairwoman, which goes against the policy. She is the Chairwoman of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.09

BOARD

POLICY

Elect Maryann Turcke



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of Playmaker Capital and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.10

BOARD

POLICY

Elect Thierry Vandal



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Bridget A.Van Kralingen		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Audit Committee and the Compensation Committee. She has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect Frank Vettese		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.13	BOARD	POLICY
Elect Jeffery Yabuki		

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. The chair is not independent after more than 10 years on the board. This problematic situation is not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
To approve the appointment of the auditing firm : PricewaterhouseCoopers.	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation.	✓	✗
Proposer : Board		

The CEO was paid more than 200 times the average pay of Canadians. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. Compensation includes a share-option plan that does not meet all of the policy criteria. The dilution rate is over 5%. A vote against the proposal was recorded.

Vote recorded		
ITEM 04	BOARD	POLICY
Shareholder proposal requesting that the company update its sustainable finance criteria to exclude the financing of fossil energy projects and of projects opposed by Indigenous peoples.	✗	✓
Proposer : Investors for Paris Compliance		



The importance of the issue of climate change is no longer to be demonstrated. Its devastating human, social, environmental and economic consequences are already being felt and are only a foretaste of a world where the rise in the Earth's average temperature would exceed 1.5°C compared to the pre-industrial era. The Glasgow Compact, which was adopted at the end of the 26th UN Climate Change Conference in November 2021, reconfirmed the need to reduce global carbon dioxide emissions by 45% by 2030 in order to keep warming below 1.5°C. For the first time, the signatory countries of the agreement have also recognized the role of fossil fuels in global warming. Studies by Rystad Energy, the International Energy Agency and the Intergovernmental Panel on Climate Change (IPCC) have already shown that in order to avoid a rise in temperature of more than 1.5°C and to achieve carbon neutrality by 2050, all new coal mining and fossil fuel

exploration projects must be buried. A study published in the journal Nature on September 8, 2021, also established that to allow a 50% probability of limiting warming below 1.5° C, 60% of oil and gas reserves and 90% of coal reserves will have to remain underground, while oil and gas production will have to decrease by 3% every year across the world until 2050. Yet, while Royal Bank claims to want to meet the Paris Agreement goal of limiting global warming to 1.5°C and achieve carbon neutrality for its lending portfolios by 2050, including through the future adoption of science-based targets, we find that its policies have shortcomings that may undermine its commitments in the fight against climate change. For example, its policies allow it to indirectly finance oil extraction projects. Incidentally, it is among the 60 banks worldwide that have injected the most money into fossil fuel companies since the Paris Agreement was adopted, according to a March 2021 report by Rainforest Action Network and other environmental groups (Banking on Climate Chaos 2021). It thus comes in 5th position for the financing of fossil fuels for the period from 2016 to 2021, with USD 29.332 billion in loans. It is also unclear whether the bank will require its future energy clients to have a business plan aligned with the Paris Agreement, when the main challenge they face at the moment is to tackle climate change and successfully transition to a low-carbon economy, which will require the abandonment of some of their carbon-intensive assets. Therefore, we consider that despite some encouraging commitments on the part of the bank and the efforts it has made so far, it is relevant and in the interests of shareholders to support the proposal. Its adoption could encourage the company to better align its actions and policies with its climate ambitions, which would allow it to mitigate financial and reputational risks, in addition to providing investors with additional information that would allow them to better understand how it responds to the climate emergency and manages the significant risks associated with it. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 05	BOARD	POLICY
Shareholder proposal requesting that the company take steps to assess and mitigate the human rights and reputational risks associated with the financialization of housing.	✗	✓
Proposer : B.C. General Employees' Union		

Companies related to human rights violations are exposed to financial, legal, operational, and reputational risks, and even to boycott and disinvestment, which can adversely affect shareholder value. One way to reduce these risks is to put in place a due diligence process to effectively identify, assess, prevent and mitigate actual and potential adverse human rights impacts that they may have or contribute to, as required by the UN Guiding Principles on Business and Human Rights. The right to decent housing is part of human rights. The United Nations first recognized it in the Universal Declaration of Human Rights in 1948, and then reaffirmed it in 7 fundamental human rights treaties, including the International Covenant on Economic, Social and Cultural Rights. In Quebec, this right is protected by the Charter of Human Rights and Freedoms. In 2019, the UN Rapporteur on Adequate Housing asserted that there is a real global housing crisis fueled by financial speculation, making rents and homeownership out of reach for many. She stated that everyone can help to make the housing issue fall back into the field of human rights. For example, those who pay into a pension fund can check where their contributions are going and make it clear if they don't want that money invested in real estate deals that help privatize public housing stock or lead to unaffordable rents and evictions. In this case, the proponent is asking the Bank to take steps to assess and mitigate the human rights risks associated with the financialization of housing, including recognizing that housing is a human right and working with Canada's major banks to develop a human rights due diligence tool that can be used to assess and mitigate the risks of doing business with clients whose practices could further exacerbate the negative effects of the financialization of housing in Canada. We note that the Bank is already partly responding to the proposal. The board notes that it respects the Declaration of Human Rights and everyone's right to a standard of living adequate for the health and well-being of himself and his family, including housing. It also believes that its commitment and actions to support affordable housing and its environmental and social risk management policies address the concerns expressed in the proposal. We note that the company is showing apparent sensitivity and responsiveness to the housing issue, as it has indeed taken several measures to support access to adequate and affordable housing. However, we consider that it would be appropriate and justified for the company to provide additional information on its human rights due diligence process to identify, assess and mitigate the risks of human rights violations related to housing

financialization, among other things, as well as on the specific measures that were put in place to prevent the Bank from financing and being associated with companies whose business practices are likely to accentuate the negative effects of housing financialization and thus, to infringe this fundamental right. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 06	BOARD	POLICY
Shareholder proposal asking that the company stop participating in high-polluting asset privatization transactions.		
Proposer : B.C. General Employees' Union		

The proponent notes that in response to pressure from institutional investors, public companies with high-polluting assets, such as fossil fuel projects, have decided or are considering selling them. In many cases, however, they are acquired by private companies, which, as the proponent points out, are not subject to the same disclosure requirements as public companies and, as such, can avoid pressure from institutional investors and other equity market participants on ESG issues. Thus, although a company can improve its carbon footprint by disposing of a highly polluting asset, such as a coal-fired power plant, we are only shifting the problem if the asset in question is acquired for the purpose of continuing its operation. For the climate, it is not even black and white. Indeed, if the buyer is a private company, and therefore impervious to shareholder pressure, it will be more difficult to influence and engage it to reduce its greenhouse gas (GHG) emissions to meet the objectives of the Paris Agreement. The proponent notes that RBC has already announced that it will not lend funds for the construction of greenfield coal-fired power plants, thermal coal mining, or the development of mountaintop removal coal mining projects. However, it adds, it can still allow the privatization of extremely polluting assets. Accordingly, the proponent demands that the Bank not participate in or facilitate such transactions, in particular by not accepting new mandates to provide financing or loans or merger and acquisition advisory services in connection with such transactions. The Board of Directors, which opposes the proposal, puts forward the measures taken to fight climate change and help its clients in the transition to a carbon-neutral economy. It states that "project and transaction evaluation that is guided by our risk policies and standards and based on our enhanced due diligence process ensures that the parties involved and the transaction in question are appropriately evaluated and that we are consistent in our commitment to supporting clients in the transition to net-zero." However, as noted in the analysis of Proposal 04, to avoid a rise in temperature above 1.5° C and achieve carbon neutrality by 2050, the majority of fossil fuel reserves will have to remain untapped, new coal mining or fossil fuel exploration projects will have to be shelved, while oil and gas production must decrease. In this context, participating in the privatization of a high GHG emitting asset in order to allow its continued operation appears to be contrary to the objective of significantly reducing global GHG emissions and promoting the transition to a net-zero economy. If the Royal Bank were to contribute to such a transaction, it would contradict its statement that it "recognizes climate change as one of the most pressing issues of our age", as well as its "committed to doing our part in supporting clients in the transition to a net-zero economy." Therefore, we find that the proposal is consistent with company statements and commitments as well as the objectives of the Paris Agreement, with the benefit of reducing the company's exposure to climate risk. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Shareholder proposal on obtaining public utility status.		

Proposer : MÉDAC

The proponents request that Royal Bank of Canada update its certificate of incorporation to become a public benefit corporation with the objective of promoting a sustainable global economy. The proposal, which aims to further support companies' sustainability commitments and avoid financial and reputational risks, is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

BOARD POLICY

Shareholder proposal to adopt a Say On Climate



Proposer : MÉDAC

The proponent calls for an annual advisory vote on the company's climate policies and strategies. We agree that the company's consideration of climate issues and disclosure could be improved. However, we are concerned that the adoption of a Say On Climate will become a formality, as it can be in some respects for executive compensation. We favor a binding vote, as some companies have already implemented, that would not be on an annual basis. In the absence of the option against, an abstention was recorded.

Vote recorded

ITEM 09

BOARD POLICY

Shareholder proposal requesting that the language of the corporation be French, including the language of business in Quebec, as well as the language at annual meetings. Its official status must be formally recorded, in writing, in the company's Articles of association.



Proposer : MÉDAC

Based on the principle that French is Quebec's official language, that "the language of a people is its most essential fundamental characteristic, an existential characteristic" and that the company's head office is in Quebec, the proponent asks that the Royal Bank formally make it its language, including at its annual meetings. It considers this to be "a collective issue of equity, justice and dignity. A national issue. » The Board of Directors, which opposes the proposal, emphasizes that the Bank is committed to serving its francophone clients in Quebec in French, to offering its staff working in Quebec the opportunity to work in French and to communicate in French with its francophone shareholders. While recalling that the vast majority of the Bank's shareholders are located outside Quebec and, therefore, communicate in English, the Board notes that francophone shareholders can benefit from simultaneous translation services and that documents relating to annual meetings and other communications are offered in French. While the issue of French language remains a major issue in Quebec, as it is the language of identity for a majority of Quebecers, and while there are financial, legal and reputational risks, and even risk of boycotts, for companies that do not respect French language laws or show contempt for the French language, we are not convinced, in this case, of the need to support the proposal. The Bank, which is a federally regulated company, has already taken measures to ensure that the French language is respected in its activities in Quebec. French is one of the official languages of

its shareholder meetings and it ensures that its employees in Quebec can work in French. In addition, the Proponent has not demonstrated that the proposal is in the best interests of the shareholders or that the company is at fault with respect to this issue. A vote against the proposal was recorded.

Vote recorded

ITEM 10

Shareholder proposal requesting a report on loans granted over the previous years in support of a circular economy

BOARD POLICY

✗

✓

Proposer : MÉDAC

Because they finance the main value-creating projects, financial institutions have an important role to play in the transition to a low-carbon economy. However, although they have announced their intention to gradually stop financing fossil fuels, the dependence of the entire economic system on them makes this transition slower. According to the Rainforest Action Network's latest report (<https://bit.ly/3snKdNm>), 4 Canadian banks (Royal Bank, Scotiabank, TD Bank and Bank of Montreal) were among the 16 largest funders of fossil fuels in 2020, totaling approximately USD 67 billion. In addition, a survey by the portfolio.earth initiative published in 2021 found that the world's leading banks provide nearly USD 800 million per day to the plastics industry (<https://bit.ly/3sgsoA5>). The circular economy is a model of production and consumption involving the sharing, rental, reuse, repair, refurbishment, and recycling of existing materials and products for as long as possible. According to the Ellen MacArthur Foundation, the adoption of a circular economy in 5 key industries (steel, aluminum, cement, plastic, and food) would reduce annual greenhouse gas emissions by almost 10 billion tons, representing 20% of their goal to achieve carbon neutrality by 2050. For example, MÉDAC is asking the Royal Bank to produce a report on the loans it has made in recent years to support a circular economy. There are already several Canadian initiatives to encourage the emergence of this economy, including the launch of a C\$33 million investment fund for circular economy initiatives by Fondation, Recyc-Québec, and the City of Montreal, and Desjardins' commitment of CAD 2 million over 5 years in a partnership with the École de technologie supérieure to set up a series of pilot projects to accelerate the transition to a circular economy. Finally, the federal government and the Canadian provinces are already engaged in several initiatives contributing to the growth of circular economy (<https://bit.ly/3Nqi17I>). This shows that initiatives promoting the circular economy are only becoming more important and should be encouraged. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 11

Shareholder proposal to disclose, in the annual report and the proxy statement, the ratio between the global compensation of the most senior executive, the top 5 executives and the average employee compensation.

BOARD POLICY

✗

✓

Proposer : Vancity Investment Management Ltd

Conflict of interest statement: GIR wishes to inform you that it has a business relationship with the proponent of this proposal. In no way do we believe that this relationship impairs our judgment and ability to apply the criteria of your policy. If you have any questions regarding this statement, please do not hesitate to contact us. This proposal allows shareholders to measure the gap between executive compensation, which is often excessive, and that of employees. It also enables a quick

peer comparison. What's more, the ratio can give a measure of the company's relative performance, which should also be measured by the salary offered to its employees. A vote in favour of the proposal was recorded.

[Vote recorded](#)

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PROXY SUMMARY

ISSUER UBS Group AG (UBSG)	MEETING DATE 2022-04-06 ,
COUNTRY Switzerland	RECORD DATE 2022-04-01
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES H892U1882

ITEM	PROPOSAL	BOARD	POLICY
01	To approve the Financial Statements.	✓	✓
02	To approve the report on executive compensation.	✓	✗
03	Advisory vote on the company's climate change action plan.	✓	✓
04	To approve a dividend of USD 0.50 per common share.	✓	✓
05	To grant a discharge of liability to the directors and the Executive Committee for the previous fiscal year.	✓	✗
06.01	Elect Jeremy Anderson	✓	✗
06.02	Elect Claudia Boeckstiegel	✓	✓
06.03	Elect William Dudley	✓	✓
06.04	Elect Patrick Firmenich	✓	✓
06.05	Elect Fred Hu	✓	✗
06.06	Elect Mark Hughes	✓	✓
06.07	Elect Nathalie Rachou	✓	✓
06.08	Elect Julie Richardson	✓	✗
06.09	Elect Dieter Wemmer	✓	✗
06.10	Elect Jeanette Wong	✓	✗
07.01	Elect Lukas Gaehwiler	✓	✓
07.02	Elect Colm Kelleher	✓	✗

08.01	To approve the election of a Compensation Committee member: Julie Richardson	✓	✓
08.02	To approve the election of a Compensation Committee member: Dieter Wemmer	✓	✓
08.03	To approve the election of a Compensation Committee member: Jeanette Wong	✓	✗
09.01	To limit the directors' compensation.	✓	✓
09.02	To approve the policy on executive compensation.	✓	✗
09.03	To approve the policy on fixed executive compensation for 2023.	✓	✓
10.01	To approve the election of ADB Altorfer Duss Beilstein AG as independant proxy.	✓	✓
10.02	To approve the appointment of the auditing firm Ernst & Young.	✓	✗
11	Proposal to approve a share buyback followed by the cancellation of the shares.	✓	✓
12	To authorize share buyback.	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
To approve the Financial Statements.	✓	✓

Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
To approve the report on executive compensation.	✓	✗

Proposer : Board

A complete analysis of the compensation report shows that it does not meet all of the policy criteria. In the event of a change of control, the executive's employment contract includes severance pay that is not linked to the loss of his or her position. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

Advisory vote on the company's climate change action plan.



Proposer : Board

The proposal seeks advisory approval of the company's action plan that includes strategies to address climate issues. In its report, UBS Group draws, in particular, on the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). The company wants to achieve carbon neutrality for its Scope 1 and Scope 2 emissions, and a portion of its Scope 3 emissions, by 2050. It also has intermediate reduction targets associated with these goals: to achieve net-zero emissions resulting from its operations by 2025 and to reduce its energy consumption by 15% by 2025 (compared to 2020). Note that they are not certified by the Science Based Targets (SBTi) initiative, which has established specific targets to ensure that companies' goals align with climate science. In the face of the Paris Agreement, which sets a limit on global temperature rise to "well below 2°C" by 2100 and encourages continued efforts towards 1.5°C, UBS Group presents a 2°C climate analysis scenario, which is encouraging. The company supports the goals of the Paris Agreement. It aims to align its operations using a five-step carbon neutrality plan to measure carbon emissions, define a roadmap and set targets, reduce climate impact, finance climate action, support customer transition, and communicate and engage. In 2021, UBS Group responded to the CDP's request for information for its climate change program, an initiative supported by many investors. The company received an A rating after analysis of the information, which demonstrates its environmental transparency. In general, the company's disclosure is strong and comparable to that of its peers. In order to try to curb the most negative impacts of climate change, the company's plan is essential. The proposal is therefore encouraging, given the many efforts of the company. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

To approve a dividend of USD 0.50 per common share.



Proposer : Board

A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 05			BOARD	POLICY
To grant a discharge of liability to the directors and the Executive Committee for the previous fiscal year.				
Proposer : Board			<hr/>	

It goes against the principle of accountability to approve the actions of the Board and thereby exempt them from any liability. A vote against the proposal was recorded.			Vote recorded	
ITEM 06.01			BOARD	POLICY
Elect Jeremy Anderson				
Proposer : Board			<hr/>	

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. The chair of the board is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.			Vote recorded	
ITEM 06.02			BOARD	POLICY
Elect Claudia Boeckstiegel				
Proposer : Board			<hr/>	

A vote in favour of the candidate was recorded.			Vote recorded	
ITEM 06.03			BOARD	POLICY

Elect William Dudley	✓	✓
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Proposer : Board

The chair of the board is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 06.04	BOARD	POLICY
Elect Patrick Firmenich	✓	✓

Proposer : Board

A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 06.05	BOARD	POLICY
Elect Fred Hu	✓	✗

Proposer : Board

The chair of the board is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded		
ITEM 06.06	BOARD	POLICY
Elect Mark Hughes	✓	✓

Proposer : Board

There is no reason to oppose this first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06.07	BOARD	POLICY
Elect Nathalie Rachou	✓	✓

Proposer : Board

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 06.08	BOARD	POLICY
Elect Julie Richardson	✓	✗

Proposer : Board

The chair of the board is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

ITEM 06.09	BOARD	POLICY
Elect Dieter Wemmer	✓	✗

Proposer : Board

The chair of the board is not an independent director. This arrangement creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the

nominating committee for this reason. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 06.10			BOARD	POLICY
Elect Jeanette Wong			✓	✗
Proposer : Board				

She is an external member of the Board and sits on more than a total of five boards. The total number of boards on which the nominee serves is too high and could compromise her ability to adequately serve shareholder interests. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 07.01			BOARD	POLICY
Elect Lukas Gaehwiler			✓	✓
Proposer : Board				

Lukas Gaehwiler is not considered as an independent director by the company. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 07.02			BOARD	POLICY
Elect Colm Kelleher			✓	✗
Proposer : Board				

Colm Kelleher is not considered as an independent director by the company. However, he is in an election as chairman of the board. The chair of the board must be an independent director in order to guide the board in its responsibility for overseeing management's performance without a conflict of interest. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 08.01			BOARD	POLICY
To approve the election of a Compensation Committee member: Julie Richardson			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

<hr/>			Vote recorded	
ITEM 08.02			BOARD	POLICY
To approve the election of a Compensation Committee member: Dieter Wemmer			<div>✓</div>	<div>✓</div>
Proposer : Board			<hr/>	

<hr/>			Vote recorded	
ITEM 08.03			BOARD	POLICY
To approve the election of a Compensation Committee member: Jeanette Wong			<div>✓</div>	<div>✗</div>
Proposer : Board			<hr/>	

<hr/>			Vote recorded	
ITEM 09.01			BOARD	POLICY

To limit the directors' compensation.



Proposer : Board

The directors' compensation meets the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 09.02

BOARD

POLICY

To approve the policy on executive compensation.



Proposer : Board

In the event of a change of control, the executive's employment contract includes severance pay that is not linked to the loss of his or her position. A vote against the proposal was recorded.

Vote recorded

ITEM 09.03

BOARD

POLICY

To approve the policy on fixed executive compensation for 2023.



Proposer : Board

A complete analysis of the compensation policy shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 10.01

BOARD

POLICY

To approve the election of ADB Altorfer Duss Beilstein AG as independant proxy.



Proposer : Board

Due to a change in Swiss law that took effect 1 January 2014, it is required that shareholders of a Swiss company elect an independent representative. The aim of this proposal that therefore is to approve the nomination of ADB Altorfer Duss Beilstien AG to that position. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 10.02			BOARD	POLICY
To approve the appointment of the auditing firm Ernst & Young.			✓	✗
Proposer : Board				

The auditing and consultation fees paid to the auditing firm are not disclosed, which makes it impossible to verify the firm's independence. A vote against the proposal was recorded.

<hr/>			Vote recorded	
ITEM 11			BOARD	POLICY
Proposal to approve a share buyback followed by the cancellation of the shares.			✓	✓
Proposer : Board				

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. A vote in favour of the proposal was recorded.

<hr/>			Vote recorded	
ITEM 12			BOARD	POLICY
To authorize share buyback.			✓	✓
Proposer : Board				

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. Shares that have been repurchased and not cancelled will not represent more than 10% of outstanding shares. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Schlumberger Ltd (SLB)	MEETING DATE 2022-04-06 ,
COUNTRY United States	RECORD DATE 2022-02-09
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 806857108

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund	33400
160717026	Genus Canglobe Equity fund - 160717026	53600

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Peter J. Coleman	✓	✓
01.02	Elect Patrick de La Chevardière	✓	✓
01.03	Elect Miguel M. Galuccio	✓	✓
01.04	Elect Olivier Le Peuch	✓	✓
01.05	Elect Samuel Georg Friedrich Leupold	✓	✓
01.06	Elect Tatiana A. Mitrova	✓	✗
01.07	Elect Maria Moræus Hanssen	✓	✓
01.08	Elect Vanitha Narayanan	✓	✓
01.09	Elect Mark G. Papa	✓	✓
01.10	Elect Jeffrey W. Sheets	✓	✓
01.11	Elect Ulrich Spiesshofer	✓	✓
02	Advisory Vote on Executive Compensation	✓	✗
03	Accounts and Reports; Approval of Dividend	✓	✓
04	Ratification of Auditor	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Peter J. Coleman	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Patrick de La Chevardière	✓	✓

Proposer : Board

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Miguel M. Galuccio	✓	✓

Proposer : Board

This nominee is not deemed independent according to the company. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect Olivier Le Peuch	✓	✓

Proposer : Board

This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.05			BOARD	POLICY
Elect Samuel Georg Friedrich Leupold			✓	✓
Proposer : Board				

A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.06			BOARD	POLICY
Elect Tatiana A. Mitrova			✓	✗
Proposer : Board				

This nominee, who is considered non-independent by the policy, sits on this committee. She is a member of an organization that received a significant grant or financial contribution from the company. A vote against the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.07			BOARD	POLICY
Elect Maria Moræus Hanssen			✓	✓
Proposer : Board				

A vote in favour of the candidate was recorded.

<hr/>			Vote recorded	
ITEM 01.08			BOARD	POLICY
Elect Vanitha Narayanan			✓	✓

Proposer : Board

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Mark G. Papa	✓	✓

Proposer : Board

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Jeffrey W. Sheets	✓	✓

Proposer : Board

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Ulrich Spiesshofer	✓	✓

Proposer : Board

A vote in favour of the candidate was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Advisory Vote on Executive Compensation		

Proposer : Board

The CEO was paid more than 200 times the average pay of Americans. Large pay disparities contribute to increasingly unequal societies, which are less sustainable, less inclusive, and less productive. This is not good for the company or its stakeholders in the long term. A vote against the proposal was recorded.

Vote recorded

ITEM 03	BOARD	POLICY
Accounts and Reports; Approval of Dividend		

Proposer : Board

It is the responsibility of the Board to make recommendations on the distribution of profits. Further, the distribution of a common dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 04	BOARD	POLICY
Ratification of Auditor		

Proposer : Board

More than 75% of the fees paid to the firm were for financial auditing services. The independence of the auditing firm was verified and confirmed. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Scotiabank (BNS)	MEETING DATE 2022-04-05 ,
COUNTRY Canada	RECORD DATE 2022-02-08
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 64149107

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Nora A. Aufreiter	✓	⏸
01.02	Elect Guillermo E. Babatz	✓	✓
01.03	Elect Scott B. Bonham	✓	✓
01.04	Elect Daniel H. Callahan	✓	✓
01.05	Elect Lynn K. Patterson	✓	✓
01.06	Elect Michael D. Penner	✓	✓
01.07	Elect Brian J. Porter	✓	✓
01.08	Elect Una M. Power	✓	✓
01.09	Elect Aaron W. Regent	✓	✓
01.10	Elect Calin Rovinescu	✓	✓
01.11	Elect Susan L. Segal	✓	⏸
01.12	Elect L. Scott Thomson	✓	⏸
01.13	Elect Benita M. Warmbold	✓	✓
02	Appointment of KPMG as Auditor	✓	✓
03	Advisory Vote on Executive Compensation	✓	✗
04	Increase of Shares under the Stock Option Plan	✓	✗
05	Amendment to Stock Option Plan	✓	✗

06	Shareholder Proposal Regarding Becoming a Benefit Company	✗	✓
07	Shareholder Proposal to adopt an annual Say on Climate	✗	
08	Shareholder Proposal Regarding Formation of a Climate Change and Environment Committee	✗	✓
09	Shareholder Proposal Regarding French as Official Company Language	✗	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Nora A. Aufreiter	✓	
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is the Chairwoman of another company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Guillermo E. Babatz	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY

Elect Scott B. Bonham



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.04

BOARD

POLICY

Elect Daniel H. Callahan



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Lynn K. Patterson



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Michael D. Penner



Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.07	BOARD	POLICY
Elect Brian J. Porter	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is not deemed independent according to the company. He is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.08	BOARD	POLICY
Elect Una M. Power	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.09	BOARD	POLICY
Elect Aaron W. Regent	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.10	BOARD	POLICY
Elect Calin Rovinescu	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 01.11	BOARD	POLICY
Elect Susan L. Segal	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on this committee. She has been on the board for over 10 years. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.12	BOARD	POLICY
Elect L. Scott Thomson	✓	

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. He is CEO of Finning International and sits on the Compensation Committee, which goes against the policy. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded		
ITEM 01.13	BOARD	POLICY
Elect Benita M. Warmbold	✓	✓
Proposer : Board		

The nominees' independence was verified and it was found that the two-thirds of them are independent. We note that the Audit Committee is not exclusively made up of independent members. This nominee is deemed independent according to the policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded		
ITEM 02	BOARD	POLICY
Appointment of KPMG as Auditor	✓	✓
Proposer : Board		

More than 75% of the fees paid to the firm were for financial auditing services. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 03	BOARD	POLICY
Advisory Vote on Executive Compensation	✓	✗
Proposer : Board		

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. A vote against the proposal was recorded.

Vote recorded

ITEM 04

Increase of Shares under the Stock Option Plan

BOARD POLICY



Proposer : Board

It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. A vote against the proposal was recorded.

Vote recorded

ITEM 05

Amendment to Stock Option Plan

BOARD POLICY



Proposer : Board

A complete analysis of the executives' share-option plan shows that it does not meet all of the policy criteria. The disclosure of performance targets is inadequate. A vote against the proposal was recorded.

Vote recorded

ITEM 06

Shareholder Proposal Regarding Becoming a Benefit Company

BOARD POLICY



Proposer : MEDAC

The proponet requests that the company updates its certificate of incorporation to become a public benefit corporation. The debate around corporate purpose was sparked, among other things, by the Business Roundtable's 2019 statement by 181 CEOs that companies should not only serve their shareholders, but also provide value to their customers, invest in employees, deal fairly with suppliers, and support the communities in which they operate. The COVID-19 crisis confirmed that

companies have a role to play as corporate citizens, including providing assistance to some of the hardest hit communities. Since then, some financial institutions, such as Bank of America, have changed their bylaws to reflect this. In a responsible investment approach, it is consistent to support this proposalThe proposal is in the shareholders’ interest. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 07	BOARD	POLICY
Shareholder Proposal to adopt an annual Say on Climate	✗	
Proposer : MEDAC		

The proponent calls for an annual advisory vote on the company's climate policies and strategies. We agree that the company's consideration of climate issues and disclosure could be improved. However, we are concerned that the adoption of a Say On Climate will become a formality, as it can be in some respects for executive compensation. We favor a binding vote, as some companies have already implemented, that would not be on an annual basis. The proposal is not in the shareholders' interest. An abstention was recorded.

Vote recorded		
ITEM 08	BOARD	POLICY
Shareholder Proposal Regarding Formation of a Climate Change and Environment Committee	✗	✓
Proposer : MEDAC		

The proponent demands that the Board of Directors set up a climate change and environment committee. Such a committee would allow the company to better understand the risks involved in moving towards a low-carbon economy. The creation of such a committee would reassure shareholders and stakeholders of its ability to manage the risks. The bank claims that a Corporate ESG Committee was assembled, composed of executives. A dedicated committee needs to be independant, whilst including a climate change expert. A 2019 study published by Nurlan Orazalin in the journal Business Strategy and the Environment indicates that the presence of a sustainability committee on the board of directors improves the effectiveness of social responsibility strategies. In addition, a review of S&P500 companies found that for 78% of them, a board committee is in charge of environmental and social responsibility issues. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded		
ITEM 09	BOARD	POLICY
Shareholder Proposal Regarding French as Official Company Language	✗	✗

Based on the principle that French is an official language of Canada, that "the language of a people is its most essential fundamental attribute, an existential attribute" and that the company is headquartered in Canada, the proponent is asking that Scotiabank formally enshrine the official status of French in its governing documents, with a scope that includes the language of work in Quebec and the language at annual meetings. He considers this to be "a collective issue of equity, justice and dignity, a national issue. A national issue." The Board of Directors, which opposes the proposal, points out that the Bank "has undertaken francization measures to ensure that French is used appropriately at all times and everywhere it operates in Quebec under the supervision of the Office québécois de la langue française" and that it "has held a francization certificate issued in accordance with the Charter of the French Language since 1989." It states that as a holder of this certificate, the Bank must, among other things, "use French as the language of work, the language of commerce and the language of signage" in Quebec. For shareholder meetings, its documents are available in French and simultaneous interpretation in French is provided. The Board also considers that amending the constating documents of a Canadian chartered bank is not an appropriate way to achieve the objectives of the proposal. While the issue of the French language remains a major issue in Quebec, as it is the language of identity for a majority of Quebecers, and while there are financial, legal and reputational risks, and even boycotts, for companies that do not respect French language laws or show contempt for the French language, we are not convinced in this case that the proposal should be supported. The Bank, which is a federally regulated company, has already taken steps to ensure respect for the French language in its Quebec operations, has a francization certificate and committee, has French as one of the official languages at its shareholder meetings, and ensures that its employees in Quebec can work in French. Furthermore, the proponent has not demonstrated that the proposal is in the best interests of the shareholders or that the company is at fault in this matter. For these reasons, we recommend voting against the proposal. The respect and promotion of said diversity is part of corporate social responsibility A vote against the proposal was recorded.

Vote recorded

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