



GENUS Capital Management Pooled Funds

Q3 2022

July 1st – September 30th

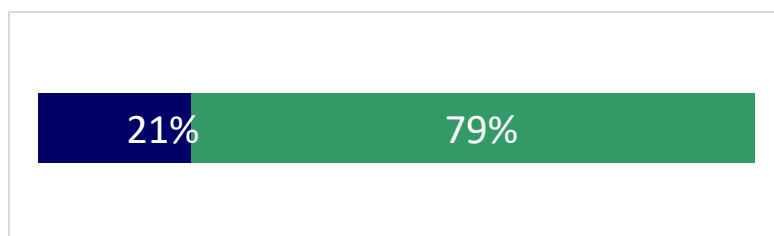
Proxy Voting Report

Proxy Voting Highlights Q3 2022

Meetings

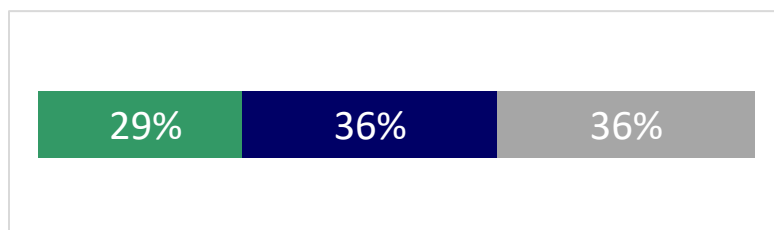
Type

Annual	11
Special	3
Mix	0
Total	14



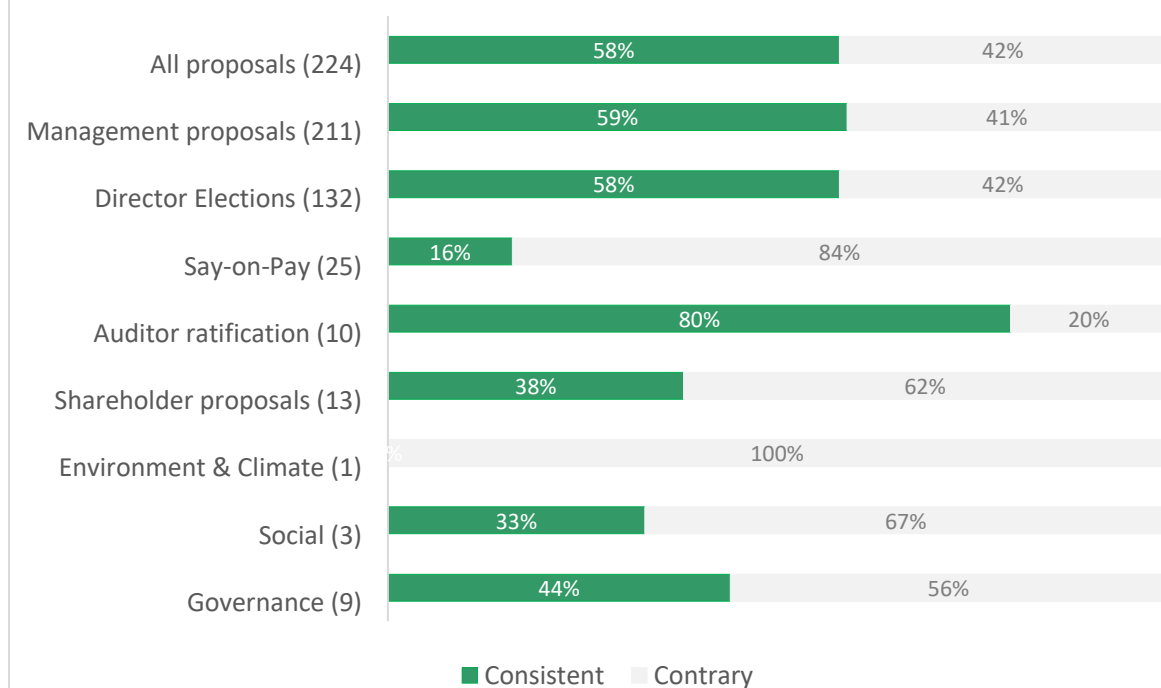
Jurisdiction

Canada	4
United States	5
Other	5
Total	14



Proposals

Votes consistent with / contrary to management recommended votes



PROXY SUMMARY

ISSUER ProLogis (PLD)	MEETING DATE 2022-09-28 ,
COUNTRY United States	RECORD DATE 2022-08-08
MEETING LOCATION	
MEETING TYPE Special	SECURITIES 743410102

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442088

Genus Global Alpha fund

4100

ITEM	PROPOSAL	BOARD	POLICY
01	To authorize the issuance of shares in connection with the acquisition of Duke Realty Corporation.	✓	✓
02	To approve the adjournment of the meeting.	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
To authorize the issuance of shares in connection with the acquisition of Duke Realty Corporation.	✓	✓

Proposer : Board

On June 13, 2022, Prologis announced the acquisition of Duke Realty Corporation. The transaction, estimated at \$26 billion, will expand Prologis' portfolio of properties as well as its geographic footprint. Investors reacted well, as Prologis's stock gained 27% in the days following the announcement. As part of the transaction, shareholders of Duke Realty will receive 0,475 share of Prologis for each common share held. Once the transaction is completed, Duke Realty will cease to be a publicly traded company and will be integrated into Prologis. The Board of Directors unanimously recommends a vote in favour of the transaction. In addition, financial advisors, Goldman Sachs & co., said that the transaction was fair to shareholders on a financial standpoint. The break fees, payable among others if the shareholders do not approve the transaction, are estimated at USD 1,5 billion and could include up to USD 15 million for expenses incurred by Duke Realty as part of the transaction. Total break fee represents about 6% of the total value of the transaction. Once the transaction is finalized, Prologis' directors and main executive will remain in place. The CEO of Duke Realty will integrate Prologis. Prologis executives are not eligible to receive change of control compensation. Despite some weaknesses in terms of governance, the transaction seems to be in the interests of the stakeholders. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
To approve the adjournment of the 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.

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PROXY SUMMARY

ISSUER General Mills Inc. (GIS)	MEETING DATE 2022-09-27 ,
COUNTRY United States	RECORD DATE 2022-07-29
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 370334104

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

160717032

Genus Pooled Funds - Dividend Equity Fund - 160717032

90000

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect R. Kerry Clark	✓	✗
01.02	Elect David M. Cordani	✓	✗
01.03	Elect C. Kim Goodwin	✓	✓
01.04	Elect Jeffrey L. Harmening	✓	✗
01.05	Elect Maria G. Henry	✓	✓
01.06	Elect Jo Ann Jenkins	✓	✗
01.07	Elect Elizabeth C. Lempres	✓	✓
01.08	Elect Diane L. Neal	✓	✗
01.09	Elect Stephen A. Odland	✓	✗
01.10	Elect Maria A. Sastre	✓	✗
01.11	Elect Eric D. Sprunk	✓	✓
01.12	Elect Jorge A. Uribe	✓	✓
02.00	Approval of the 2022 Stock Compensation Plan	✓	✗
03.00	Advisory Vote on Executive Compensation	✓	✗
04.00	Ratification of Auditor	✓	✓
05.00	Shareholder Proposal Regarding Independent Chair	✗	✓
06.00	Shareholder Proposal Regarding Report on Plastic Packaging	✗	✓

PROXY ANALYSIS

	BOARD	POLICY
ITEM 01.01		
Elect R. Kerry Clark	✓	✗
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. A vote against the candidate was recorded.

[Vote recorded](#)

	BOARD	POLICY
ITEM 01.02		
Elect David M. Cordani	✓	✗
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 Cigna Corporation and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

[Vote recorded](#)

	BOARD	POLICY
ITEM 01.03		
Elect C. Kim Goodwin	✓	✓
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 01.04	BOARD	POLICY
Elect Jeffrey L. Harmening	✓	✗
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 01.05	BOARD	POLICY
Elect Maria G. Henry	✓	✓
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 Jo Ann Jenkins	✓	✗
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 01.07	BOARD	POLICY
Elect Elizabeth C. Lempres	✓	✓
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 Diane L. Neal	✓	✗
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 01.09	BOARD	POLICY
Elect Stephen A. Odland	✓	✗
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 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 01.10	BOARD	POLICY
Elect Maria A. Sastre	✓	✗
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 01.11	BOARD	POLICY
Elect Eric D. Sprunk	✓	✓
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 01.12	BOARD	POLICY
Elect Jorge A. Uribe	✓	✓
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 02.00	BOARD	POLICY
Approval of the 2022 Stock 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 5%. Directors are eligible to this plan. A vote against the proposal was recorded.

Vote recorded

ITEM 03.00	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. Directors are eligible to the long term incentive plan. The share-dilution rate is over 5%. A vote against the proposal was recorded.

Vote recorded

ITEM 04.00	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 05.00	BOARD	POLICY
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Shareholder Proposal Regarding Independent Chair



Proposer : [John Chevedden / Kenneth Steiner](#)

The proposal requests that the roles of Chairman and CEO be made separate. The Chairman is not independent, and no lead director has been appointed or this appointment is permanent. 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 06.00

BOARD

POLICY

Shareholder Proposal Regarding Report on Plastic Packaging



Proposer : [Green Century Capital Management Inc. / Green Century Equity Fund](#)

The purpose of the proposal is to obtain a report on the company's use of single-use plastic in its packaging and how it plans to increase its production of sustainable packaging options. Currently, the company has not adopted any numerical targets or timetables for reducing its use of plastic packaging. Recently, some of the company's competitors have committed to setting virgin plastic reduction targets, or have become signatories to the Ellen MacArthur Foundation's global commitment, which requires setting a plastic reduction goal. In addition, the company's plastics policies do not meet current market standards. This failure could leave the company vulnerable to regulatory change. Indeed, some states have already passed manufacturer liability laws for consumer packaging. Greater transparency would benefit shareholders if it leads to improved corporate practices. The proposal is consistent with the policy. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Suncorp Group Ltd (SUN)	MEETING DATE 2022-09-22 ,
COUNTRY Australia	RECORD DATE 2022-09-20
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES Q8802S103

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442096	Genus Pooled Funds - Fossil Free Dividend Fund - 000442096	138400
000442029	Genus Fossil Free CanGlobe Equity fund	182800

ITEM	PROPOSAL	BOARD	POLICY
01.00	Remuneration Report	✓	✓
02.00	Approve Amendments to Suncorp Group Equity Incentive Plan	⊘	✗
03.00	Equity Grant (MD/CEO Steven Johnston)	✓	✓
04.01	Re-elect Ian Hammond	✓	✓
04.02	Re-elect Sally Herman	✓	✓
05.00	Renew Proportional Takeover Provisions	✓	✓

PROXY ANALYSIS

ITEM 01.00	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. The share-based compensation plan meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02.00	BOARD	POLICY
Approve Amendments to Suncorp Group Equity Incentive Plan	⊘	✗

Proposer : Board

These proposed changes do not make it possible to better align the interests of executives with those of shareholders. The amendments would result in the performance conditions of the Incentive Compensation Plan no longer being applicable. The submitted changes are detrimental to the shareholders' interests. A

vote against the proposal was recorded.

Vote recorded

ITEM 03.00	BOARD	POLICY
Equity Grant (MD/CEO Steven Johnston)	✓	✓
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 04.01	BOARD	POLICY
Re-elect Ian Hammond	✓	✓
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 04.02	BOARD	POLICY
Re-elect Sally Herman	✓	✓
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 05.00	BOARD	POLICY
Renew Proportional Takeover Provisions	✓	✓

Proposer : Board

The plan meets all policy criteria. 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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PROXY SUMMARY

ISSUER Conagra Brands Inc. (NYSE:CAG)	MEETING DATE 2022-09-21 ,
COUNTRY United States	RECORD DATE 2022-08-01
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 205887102

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

160717032

Genus Pooled Funds - Dividend Equity Fund - 160717032

204100

ITEM	PROPOSAL	BOARD	POLICY
01.01	Election of Director: Anil Arora.	✓	✗
01.02	Election of Director: Thomas K. Brown.	✓	✗
01.03	Election of Director: Emanuel Chirico.	✓	✓
01.04	Election of Director: Sean M. Connolly.	✓	✓
01.05	Election of Director: George Dowdie.	✓	✓
01.06	Election of Director: Fran Horowitz.	✓	✗
01.07	Election of Director: Richard H. Lenny.	✓	✗
01.08	Election of Director: Melissa Lora.	✓	✗
01.09	Election of Director: Ruth Ann Marshall.	✓	✗
01.10	Election of Director: Denise A. Paulonis.	✓	✓
02	To approve the appointment of the auditing firm: KPMG LLP.	✓	✓
03	Advisory Vote on Executive Compensation.	✓	✗
04	To modify the articles of association and bylaws to permit shareholder to act by written consent.	✓	✓
05	Shareholder proposal that the roles of Board Chair and CEO be made separate.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Election of Director: Anil Arora.	✓	✗

Proposer : 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 01.02	BOARD	POLICY
Election of Director: Thomas K. 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. 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
Election of Director: Emanuel Chirico.	✓	✓

Proposer : 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
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Election of Director: Sean M. Connolly.

| ✓ | ✓

Proposer : 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 01.05

Election of Director: George Dowdie.

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 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

Election of Director: Fran Horowitz.

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 Compensation Committee are not exclusively made up of independent members. This nominee is deemed independent according to the policy. She is CEO of Abercrombie & Fitch and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

Election of Director: Richard H. Lenny.

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 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 01.08	BOARD	POLICY
Election of Director: Melissa Lora.	✓	✗

Proposer : 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 01.09	BOARD	POLICY
Election of Director: Ruth Ann Marshall.	✓	✗

Proposer : 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 01.10	BOARD	POLICY
Election of Director: Denise A. Paulonis.	✓	✓
Proposer : 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 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.

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
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To modify the articles of association and bylaws to permit shareholder to act by written consent.



Proposer : Board

Prohibiting the written consent of the majority of shareholders forces the shareholders to attend the annual meeting to express their views on a matter such as the withdrawal of a director or the closing of a shareholder rights plan. This requirement of the Board of Directors significantly restrains shareholders who want a change, especially when this practice is combined with a high threshold of shareholder participation in order to convene an extraordinary general meeting. It should also be noted that in 2021, during the annual meeting, a shareholder proposal requesting the ability for shareholders to act by written consent obtained an approval rate of 85%. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Shareholder proposal that the roles of Board Chair and CEO be made separate.



Proposer : John Chevedden

The proposal calls for the company to adopt a formal policy on the separation of the roles of chief executive officer and chairman of the board. In addition, it requests that the chairman of the board be, when possible, an independent director. This proposal is in line with the voting policy. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER Empire Company Ltd (EMPA)	MEETING DATE 2022-09-15 ,
COUNTRY Canada	RECORD DATE 2022-08-25
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 291843407

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717012	Genus Canadian Alpha Fund	12400
160717027	Genus Fossil Free Canglobe Equity Fund	40900

ITEM	PROPOSAL	BOARD	POLICY
01	Advisory Vote on Executive Compensation.	✓	✗

PROXY ANALYSIS

ITEM 01	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-based compensation plan that does not meet all of the policy criteria. Broad discretion is vested in the directors in the execution of the Performance Share Unit and Deferred Share Unit Plan. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER SPDR Series Trust ()	MEETING DATE 2022-09-15 ,
COUNTRY United States	RECORD DATE 2022-07-20
MEETING LOCATION	
MEETING TYPE Special	SECURITIES 78468R663

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442120

Genus Pooled Funds - 000442120

23700

ITEM	PROPOSAL	BOARD	POLICY
01.01	To elect the trustee : Clare Richer	✓	✓
01.02	To elect the trustee : Sandra Sponem	✓	✓
01.03	To elect the trustee : Kristi Rowsell	✓	✓
01.04	To elect the trustee : Gunjan Chauhan	✓	
01.05	To elect the trustee : Carolyn Clancy	✓	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
To elect the trustee : Clare Richer	✓	✓
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 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 elect the trustee : Sandra Sponem	✓	✓
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 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 elect the trustee : Kristi Rowsell	✓	✓
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 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 01.04	BOARD	POLICY
To elect the trustee : Gunjan Chauhan	✓	
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 Audit Committee is 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 a principal shareholder. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 01.05	BOARD	POLICY
To elect the trustee : Carolyn Clancy	✓	✓
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 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 NetApp Inc. (NTAP)	MEETING DATE 2022-09-09 ,
COUNTRY United States	RECORD DATE 2022-07-13
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 64110D104

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

160717017

Genus Pooled Funds - Fossil Free Dividend Equity Fund - 160717017

21690

ITEM	PROPOSAL	BOARD	POLICY
01.01	To approve the election of the director: T. Michael Nevens.	✓	✗
01.02	To approve the election of the director: Deepak Ahuja.	✓	✓
01.03	To approve the election of the director: Gerald Held.	✓	✗
01.04	To approve the election of the director: Kathryn M. Hill.	✓	✗
01.05	To approve the election of the director: Deborah L. Kerr.	✓	✓
01.06	To approve the election of the director: George Kurian	✓	✗
01.07	To approve the election of the director: Carrie Palin.	✓	✓
01.08	To approve the election of the director: Scott F. Schenkel.	✓	✓
01.09	To approve the election of the director: George T. Shaheen.	✓	✗
02	Advisory Vote on Executive Compensation.	✓	✗
03	To approve the appointment of the auditing firm: Deloitte & Touche LLP.	✓	✓
04	Shareholder proposal to allow shareholders to call a special meeting.	✗	✓

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
To approve the election of the director: T. Michael Nevens.	✓	✗
Proposer : Board		

The nominees' independence was verified and it 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, 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
To approve the election of the director: Deepak Ahuja.	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-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: Gerald Held.	✓	✗

Proposer : Board

The nominees' independence was verified and it 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
To approve the election of the director: Kathryn M. Hill.	✓	✗

Proposer : Board

The nominees' independence was verified and it was found that less than the two-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
To approve the election of the director: Deborah L. Kerr.	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-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
To approve the election of the director: George Kurian	✓	✗

Proposer : Board

The nominees' independence was verified and it was 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
To approve the election of the director: Carrie Palin.	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-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
To approve the election of the director: Scott F. Schenkel.	✓	✓

Proposer : Board

The nominees' independence was verified and it was found that less than the two-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
To approve the election of the director: George T. 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 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 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

To approve the appointment of the auditing firm: Deloitte & Touche LLP.

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

ITEM 04

Shareholder proposal to allow shareholders to call a special meeting.

BOARD POLICY



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 Berkeley Group Holdings PLC (LON:BKG)	MEETING DATE 2022-09-06 ,
COUNTRY United Kingdom	RECORD DATE 2022-09-04
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G1191G120

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442100

Genus Fossil Free High Impact Equity Fund

34752

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✓
02	Remuneration Report	✓	✗
03	Remuneration Policy	✓	✗
04	Restricted Share Plan	✓	✗
05	Long-Term Option Plan	✓	✗
06	Elect Michael Dobson	✓	✓
07	Elect Diana Brightmore-Armour	✓	✓
08	Elect Rob Perrins	✓	✗
09	Elect Richard J. Stearn	✓	✗
10	Elect Andy Myers	✓	✓
11	Elect Andy Kemp	✓	✓
12	Elect John Armitt	✓	✗
13	Elect Rachel Downey	✓	✓
14	Elect William Jackson	✓	✓
15	Elect Elizabeth Adekunle	✓	✓
16	Elect Sarah Sands	✓	✓
17	Elect Natasha Adams	✓	✓

18	Elect Karl Whiteman	✓	✗
19	Elect Justin Tibaldi	✓	✗
20	Elect Paul Vallone	✓	✗
21	Appointment of Auditor	✓	✗
22	Authority to Set Auditor's Fees	✓	✓
23	Authority to Issue Shares w/ Preemptive Rights	✓	✗
24	To limit Preemptive Rights	✓	✓
25	To limit Preemptive Rights (Specified Capital Investment)	✓	✓
26	Authority to Repurchase Shares	✓	✓
27	Authorisation of Political Donations	✓	✗
28	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. 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.

Vote recorded

ITEM 02	BOARD	POLICY
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Remuneration Report



Proposer : Board

A complete analysis of the compensation report shows that it does not meet all of the policy criteria. The CEO was paid more than 200 times the average pay of British workers. 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

Remuneration Policy



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. There are no performance targets related to either the company's performance or to its performance compared to that of its peers. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Restricted Share Plan



Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. There are no targets related to either the company's performance or to its performance compared to that of its peers. A vote against the proposal was recorded.

Vote recorded

ITEM 05

BOARD

POLICY

Long-Term Option Plan



Proposer : Board

There are no targets related to either the company's performance or to its performance compared to that of its peers. A vote against the proposal was recorded.

Vote recorded

ITEM 06

BOARD POLICY

Elect Michael Dobson



Proposer : 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 07

BOARD POLICY

Elect Diana Brightmore-Armour



Proposer : 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 08

BOARD POLICY

Elect Rob Perrins



Proposer : 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 09

Elect Richard J. Stearn

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 financial officer of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 10

Elect Andy Myers

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 11

Elect Andy Kemp

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 12

Elect John Armitt

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, 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 13

Elect Rachel Downey

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 14

Elect William Jackson

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 15

Elect Elizabeth Adekunle

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 16

Elect Sarah Sands

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 17

Elect Natasha Adams

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 18

Elect Karl Whiteman

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 an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 19

Elect Justin Tibaldi

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 an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 20

Elect Paul Vallone

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 an executive of the firm. A vote against the candidate was recorded.

Vote recorded

ITEM 21

Appointment 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 against the proposal was recorded.

Vote recorded

ITEM 22

Authority to Set Auditor's Fees

BOARD POLICY



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 23

Authority to Issue Shares w/ Preemptive Rights

BOARD POLICY



Proposer : Board

This proposal would allow the company to increase the number of shares by as much as 66%. That is more dilution than shareholders should accept without a good, specific purpose for the increase. A vote against the proposal was recorded.

Vote recorded

ITEM 24

BOARD POLICY

To limit 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 lifting of pre-emptive rights is limited, and encourages the sale of shares at the time of issuance. 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 25

BOARD POLICY

To limit Preemptive Rights (Specified Capital Investment)



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. 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 26

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 and not cancelled shares 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 27

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 28

BOARD POLICY

Authority to Set General Meeting Notice Period at 14 Days



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 Alimentation Couche-Tard Inc. (ATD.A / ATD.B)	MEETING DATE 2022-08-31 ,
COUNTRY Canada	RECORD DATE 2022-07-05
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 01626P403

ITEM	PROPOSAL	BOARD	POLICY
01	To approve the appointment of the auditing firm PricewaterhouseCoopers.	✓	✓
02.01	To approve the election of the director: Alain Bouchard	✓	
02.02	To approve the election of the director: Louis Vachon	✓	✓
02.03	To approve the election of the director: Jean Bernier	✓	✓
02.04	To approve the election of the director: Karinne Bouchard	✓	
02.05	To approve the election of the director: Eric Boyko	✓	✓
02.06	To approve the election of the director: Jacques D'Amours	✓	
02.07	To approve the election of the director: Janice L Fields	✓	
02.08	To approve the election of the director: Eric Fortin	✓	
02.09	To approve the election of the director: Richard Fortin	✓	
02.10	To approve the election of the director: Brian Hannash	✓	
02.11	To approve the election of the director: Melanie Kau	✓	
02.12	To approve the election of the director: Marie-Josée Lamothe	✓	✓
02.13	To approve the election of the director: Monique F Leroux	✓	✓
02.14	To approve the election of the director: Réal Plourde	✓	
02.15	To approve the election of the director: Daniel Rabinowicz	✓	
02.16	To approve the election of the director: Louis Tetu	✓	✓

03	Advisory Vote on Executive Compensation.	✓	✗
04	To modify the articles of association to authorize the creation of a new category of common shares.	✓	✓
05	Shareholder proposal to propose French as the official language.	✗	✗
06	Shareholder proposal to increase formal employee representation in highly strategic decision-making.	✗	✓
07	Shareholder proposal requesting that the company publish on an annual basis a report on the representation of women in its management from the first level to the last level, immediately below the president.	✗	✓
08	Shareholder proposal regarding business protection.	✗	✗

PROXY ANALYSIS

ITEM 01	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 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.

Vote recorded

ITEM 02.01	BOARD	POLICY
To approve the election of the director: Alain Bouchard	✓	

Proposer : 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. 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
To approve the election of the director: Louis Vachon	✓	✓
Proposer : 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
To approve the election of the director: Jean Bernier	✓	✓
Proposer : 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
To approve the election of the director: Karinne Bouchard	✓	
Proposer : 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 direct family ties with a related director. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.05	BOARD	POLICY
To approve the election of the director: Eric Boyko	✓	✓
Proposer : 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 02.06	BOARD	POLICY
To approve the election of the director: Jacques D'Amours	✓	
Proposer : 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 former executive of the company. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.07	BOARD	POLICY
To approve the election of the director: Janice L Fields	✓	
Proposer : 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. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.08	BOARD	POLICY
To approve the election of the director: Eric Fortin		
Proposer : 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 former executive of the company. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.09	BOARD	POLICY
To approve the election of the director: Richard Fortin		
Proposer : 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 former executive of the company. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.10	BOARD	POLICY
To approve the election of the director: Brian Hannash		
Proposer : 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 02.11	BOARD	POLICY
To approve the election of the director: Melanie Kau		
Proposer : 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. 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 02.12	BOARD	POLICY
To approve the election of the director: 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 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 02.13	BOARD	POLICY
To approve the election of the director: Monique F Leroux		
Proposer : 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
To approve the election of the director: Réal Plourde		
Proposer : 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 former executive of the company. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.15	BOARD	POLICY
To approve the election of the director: Daniel Rabinowicz		
Proposer : 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. In the absence of the option against, an abstention for the candidate was recorded.

Vote recorded

ITEM 02.16	BOARD	POLICY
To approve the election of the director: Louis Tetu		
Proposer : 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 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 performance objectives of the share unit plan are set only at the time of grant, which allows the compensation committee to adjust the compensation based on the performance of the company. The objectives should be set before the beginning of the evaluation period and not at the end. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

To modify the articles of association to authorize the creation of a new category of common shares.



Proposer : Board

It is the board's responsibility to recommend the creation of a new category of shares, based on their analysis of the needs and strategic opportunities. The proposal abolishes a structure that includes shares with unequal voting rights. The multiple and subordinate voting share classes will be replaced by a new class of common shares (single voting). The proposal is justified by adequate business reasons, and is deemed to be in the interest of shareholders. The proposal is in the shareholders' interest. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

Shareholder proposal to propose French as the official language.



Proposer : MEDAC

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 Alimentation Couche-Tard 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, affirms that Alimentation Couche-Tard "ensures that all its stakeholders in Quebec are served and can communicate and work in French without limitation". It points out

that the company, "governed by the Quebec Business Corporations Act and is registered in the Québec Enterprise Register and its Certificat d'Attestation is written in French. This means that its official status is already formally registered in French" and that it "complies with all requirements of the Charter of the French Language". In addition, all shareholder meetings are held mainly in French and English, with a simultaneous translation service. 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. Alimentation Couche-Tard has already taken measures to ensure respect for the French language 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 06

BOARD POLICY

Shareholder proposal to increase formal employee representation in highly strategic decision-making.



Proposer : MEDAC

It is proposed that the Board of Directors evaluate ways to increase employee participation in board decision-making. It is suggested that the findings of this reflection be reported at the next annual meeting in 2023. Over the next few years, boards of directors will face several challenges related to talent development and management. In recent years, boards of directors have focused on increasing the quality of their decision-making by drawing on a wide range of experiences and skills and involving as many people as possible of all genders, ages, backgrounds and religions. Although the board is composed of a majority of independent directors, they lack an employee perspective that could provide an alternative view of the organization's operational and strategic issues, better oversight of senior management decisions, and a better balance between decisions made in the short term and those made with a long-term perspective, since employees tend to focus on the long term. In addition, 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. 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>). We acknowledge the proponent's intention to ensure that employees are adequately represented at the board level, and we believe that it has been sufficiently demonstrated that the production of the requested report would contribute to long-term shareholder value. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD POLICY

Shareholder proposal requesting that the company publish on an annual basis a report on the representation of women in its management from the first level to the last level, immediately below the president.



Proposer : MEDAC

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 Alimentation Couche-Tard, we note that the company has a diversity policy and is committed to fostering a diverse and inclusive workplace by ensuring that more women are developed in a variety of positions from entry-level to senior management. In its proxy circular, it also discloses data on the representation of women in various positions of responsibility, as well as on measures taken to promote their professional advancement. The company's efforts and commitments deserve to be highlighted, especially since we note that women are in the majority in some positions such as store manager, or that their representation rate is in the parity zone. Nevertheless, we believe it remains in the interests of shareholders to support the proposal. Given the benefits associated with diversity, we believe it is in their best interest to provide quantitative data on the presence of women at all levels of the organization on an annual basis. Such 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 measure its progress over time. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 08

Shareholder proposal regarding business protection.

BOARD	POLICY
✗	✗

Proposer : MEDAC

It is proposed that Couche-Tard put in place the necessary means to prevent a takeover of the company, either hostile or not. Thanks to the amendments adopted in 2016 by the Canadian Securities Administrators (CSA) to the Canadian take-over bid regime, boards of target companies have more time to respond to a hostile bid. The conditions imposed on purchasers are also more stringent, rendering most shareholder rights plans obsolete. The proposal is not in the shareholders' interest. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER SSE PLC (SSE)	MEETING DATE 2022-07-27 ,
COUNTRY United Kingdom	RECORD DATE 2022-06-17
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G8842P102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
000442088	Genus Global Alpha fund Genus	28300
000442010	Canglobe Equity fund	63200

ITEM	PROPOSAL	BOARD	POLICY
01	To receive the report and accounts.	✓	✓
02	To approve the report on executive compensation.	✓	✗
03	To approve the policy on executive compensation.	✓	✗
04	To modify the long-term incentive compensation plan.	✓	✗
05	To approve a dividend of GBP 0.602 per common share.	✓	✓
06	To approve the election of the director: Gregor Alexander	✓	✓
07	To approve the election of the director: Elish Angiolini	✓	✓
08	To approve the election of the director: John Bason	✓	✗
09	To approve the election of the director: Sue Bruce	✓	✓
10	To approve the election of the director: Tony Cocker	✓	✓
11	To approve the election of the director: Debbie Crosbie	✓	✓
12	To approve the election of the director: Peter Lynas	✓	✓
13	To approve the election of the director: Helen Mahy	✓	✓
14	To approve the election of the director: John Manzoni	✓	✓
15	To approve the election of the director: Alistair Phillips-Davies	✓	✓
16	To approve the election of the director: Martin Pibworth	✓	✓
17	To approve the election of the director: Melanie Smith	✓	✓

18	To approve the election of the director: Angela Strank	✓	✓
19	To approve the appointment of the auditing firm Ernst & Young.	✓	✓
20	To authorize the directors to establish the auditors' fees.	✓	✓
21	To receive the net zero transition report.	✓	✓
22	To authorize the issuance of shares with pre-emptive rights.	✓	✓
23	To authorize the issuance of shares without pre-emptive rights.	✓	✓
24	To authorize share buyback.	✓	✓
25	To approve the minimum notice period for convening a meeting.	✓	✗

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
To receive the report and accounts.	✓	✓

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. The share-dilution rate is over 5%. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

To approve the policy on executive compensation.



Proposer : Board

A complete analysis of the compensation policy shows that it does not meet all of the policy criteria. The share-dilution rate is over 5%. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD POLICY

To modify the long-term 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 5%. A vote against the proposal was recorded.

Vote recorded

ITEM 05

BOARD POLICY

To approve a dividend of GBP 0.602 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 06

BOARD POLICY

To approve the election of the director: Gregor Alexander



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 07

BOARD POLICY

To approve the election of the director: Elish Angiolini



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: John Bason



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. He is the CFO of Associated British Foods PLC 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 09

BOARD POLICY

To approve the election of the director: Sue Bruce



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: Tony Cocker



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

To approve the election of the director: Debbie Crosbie



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

To approve the election of the director: Peter Lynas



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: Helen Mahy



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: John Manzoni



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: Alistair Phillips-Davies



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 16

BOARD POLICY

To approve the election of the director: Martin Pibworth



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 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 17

BOARD POLICY

To approve the election of the director: Melanie Smith



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 18

BOARD POLICY

To approve the election of the director: Angela Strank



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 19

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 20

BOARD POLICY

To authorize the directors to establish the auditors' 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 21

BOARD POLICY

To receive the net zero transition report.



Proposer : Board

The proposal seeks approval of the company's climate transition plan. The board says it recognizes the company's critical role in the energy transition and that the company has been working on an ambitious plan to achieve carbon neutrality by 2050. Its climate transition plan defines its greenhouse gas (GHG) emissions targets and its strategy for becoming a carbon neutral company. To do so, the company intends to reduce its Scope 1 GHG emissions by 80% by 2030 and its Scope 1 and Scope 2 GHG emissions by 72.5% by 2030, ultimately achieving carbon neutrality by 2050, all relative to its 2017 emissions. In addition, it aims to reduce its Scope 3 emissions by 50% by 2034, again compared to its 2017 emissions. Note that its targets were verified by the Science Based Targets Initiative (SBTi) in 2021, which certified, among other things, that the targets for 2030 and 2034 are consistent with the reductions needed to keep warming well below 1.5°C. Note also that the company is proactively disclosing the data surrounding its energy transition. It also does so according to the best industry standards. After analysis, it appears that the company is seriously committed to an energy transition. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 22

To authorize the issuance of shares with pre-emptive rights.

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. 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 23

To authorize the issuance of shares without pre-emptive rights.

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. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. Please note!

Because shareholder won't have pre-emptive rights, their rights will be diluted. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 24

To authorize share buyback.

BOARD POLICY



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 25

To approve the minimum notice period for convening a meeting.

BOARD POLICY



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 Centerra Gold Inc. (CG)	MEETING DATE 2022-07-25 ,
COUNTRY Canada	RECORD DATE 2022-06-27
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 152006102

POLICY: Share - Genus

ACCOUNT NUMBER	ACCOUNT NAME	STOCK COUNT
160717016	Genus Fossil Free Dividend Equity Fund	141000
160717027	Genus Fossil Free Canglobe Equity Fund	167000

ITEM	PROPOSAL	BOARD	POLICY
01	Plan of Arrangement to dispose of the Centerra's investment in Kumtor mine (Kyrgyzstan).	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Plan of Arrangement to dispose of the Centerra's investment in Kumtor mine (Kyrgyzstan).	✓	✓

Proposer : Board

On April 4, 2022, Centerra Gold and the Kyrgyz government reached an agreement for the company to divest from the Kumtor mine. The decision ends the dispute between the two entities, which began in May 2021 when the Kyrgyz government took control of the Kumtor mine after passing a bill that threatened to take over the Kumtor mine if the company did not meet environmental standards. Centerra Gold then initiated arbitration proceedings against it. The Kyrgyz government will regain full control over the Kumtor mine as well as the payment of 36.6 million USD from the company. Centerra Gold will also pay \$50 million for the preservation and protection of natural resources in Kyrgyzstan. In addition, the Kyrgyz state-owned mining company, Kyrgyzaltyn, which held an interest in Centerra Gold, has agreed to transfer its approximate 26% interest to Centerra for cancellation, representing 77.4 million common shares of Centerra. This agreement is conditioned on the cancellation of all legal proceedings involving the parties in all jurisdictions without admission of liability. It was approved by the parliament and the Cabinet of Kyrgyzstan. The Board of Directors considers that the proposal is in the interests of shareholders. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER J Sainsbury PLC (JSAIY)	MEETING DATE 2022-07-07 ,
COUNTRY United Kingdom	RECORD DATE 2022-06-13
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES G77732173

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442045

Genus Dividend Fund

859700

ITEM	PROPOSAL	BOARD	POLICY
01	To receive and adopt the companys audited annual report and financial statements for the 52 weeks to 5 march 2022	✓	✓
02	To approve the annual report on remuneration	✓	✗
03	To declare a final dividend of GBP 0.09 per ordinary share in respect of the 52 weeks to 5 march 2022	✓	✓
04	Elect Jo Bertram	✓	✓
05	Elect Brian Cassin	✓	✓
06	Elect Jo Harlow	✓	✓
07	Elect Adrian Hennah	✓	✓
08	Elect Tanuj Kapilashrami	✓	✓
09	Elect Kevin O'Byrne	✓	✓
10	Elect Simon Roberts	✓	✓
11	Elect Martin Scicluna	✓	✓
12	Elect Keith Weed	✓	✓
13	Appointment of auditor	✓	✓
14	To authorise the audit committee to determine the auditors remuneration	✓	✓
15	To authorize the issuance of shares with pre-emptive rights.	✓	✓
16	To authorize the issuance of shares without pre-emptive rights.	✓	✓
17	To authorize the issuance of shares without pre-emptive rights. (Specified Capital Investment)	✓	✓

18	To authorise the company to make political donations and incur political expenditure	✓	✗
19	To authorise the company to purchase its own shares	✓	✓
20	To authorise the company to call a general meeting on not less than 14 clear days notice	✓	✗
21	Shareholder proposal requesting that the Company be certified as a living wage employer by July 2023.	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
To receive and adopt the companys audited annual report and financial statements for the 52 weeks to 5 march 2022	✓	✓
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 annual report on remuneration	✓	✗
Proposer : Board		

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.

Vote recorded

ITEM 03	BOARD	POLICY
To declare a final dividend of GBP 0.09 per ordinary share in respect of the 52 weeks to 5 march 2022	✓	✓

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 Jo Bertram



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

Elect Brian Cassin



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 Jo Harlow



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 Adrian Hennah

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 08

Elect Tanuj Kapilashrami

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 Kevin O'Byrne

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 10

Elect Simon Roberts

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 11

Elect Martin Scicluna

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 policy. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 12

Elect Keith Weed

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 13

Appointment 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

ITEM 14

To authorise the audit committee to determine the auditors remuneration

BOARD POLICY



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 15

To authorize the issuance of shares with pre-emptive rights.

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. 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 16

BOARD POLICY

To authorize the issuance of shares without 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 20% of outstanding shares and has a specific timeframe. Please note! Because shareholder won't have pre-emptive rights, their rights will be diluted. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD POLICY

To authorize the issuance of shares without pre-emptive 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. Please note! Because shareholder won't have pre-emptive rights, their rights will be diluted. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 18

BOARD POLICY

To authorise the company to make political donations and incur political expenditure



Proposer : Board

The proposal requests that the company's political contributions be disclosed. 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

To authorise the company to purchase its own 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 20

BOARD POLICY

To authorise the company to call a general meeting on not less than 14 clear days notice



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

ITEM 21

BOARD POLICY

Shareholder proposal requesting that the Company be certified as a living wage employer by July 2023.



Proposer : Board

As companies face manpower shortages, the risks and opportunities associated with human capital management are 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. For companies like Sainsbury's that rely heavily on human capital to deliver their core products and services, the issue of employee treatment, engagement and productivity is important to their success and longevity. In the case of Sainsbury, ShareAction, the proponent, notes that Sainsbury made progress in 2022 on hourly compensation, with wages offered to staff it directly employs meeting or exceeding the living wage. However, the proponent expressed regret that the company did not do the same for all its subcontractors, such as cleaners and security guards. The proponent reminds us that the ongoing cost of living crisis and the current high inflation environment will hurt supermarket employees. It added that research from the MIT Sloan School of Management shows that retailers' adoption of a strategy that includes a basic

wage above the minimum wage can lead to increased service quality and productivity as well as reduced costs in the long run, while research from the Cardiff Business School found that 93% of companies accredited as living wage employers reported business benefits on issues such as recruitment, retention and productivity. In its response to the proponent, the board assures that Sainsbury always considers the living wage alongside the national living wage when setting wages, but that it does not want to be formally certified as a living wage employer, as this would mean that a third party would decide on employee pay changes each year and that it would have to put a plan in place to pay the living wage to its subcontractors, stating that a majority of them already receive pay at or above the living wage. Thus, we note that the company is already partially addressing the proponent's concerns and is providing a real living wage to its directly employed staff, as well as to a majority of subcontractors, which is noteworthy. Nonetheless, we believe it is still useful and appropriate to support the proposal, especially since ShareAction makes it clear that nothing in the proposal should be interpreted as limiting the discretion of the board of directors to make decisions in the best interests of the corporation. Support for the proposal could actually encourage Sainsbury to continue its efforts and ensure that the minority of subcontractors who are not already receiving a living wage receive one. Note that in order to receive certification from the Living Wage Foundation, the company must pay the actual living wage rate to its directly employed staff, have a plan to pay such wages to its subcontractors, and complete an application form. More than 10,600 employers have been accredited. Finally, we recall that there are many benefits to offering a living wage that is fair and equitable. By raising employee compensation to the minimum wage, companies can reduce staff turnover and the costs of replacing employees, increase their ability to attract skilled workers, and improve employee productivity, morale, engagement, motivation, and loyalty, while enhancing their reputation. In a context of labour shortages, it can also benefit them over peers who offer only the minimum required by law. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

ISSUER GlaxoSmithKline (GSK)	MEETING DATE 2022-07-06 ,
COUNTRY United Kingdom	RECORD DATE 2022-06-13
MEETING LOCATION	
MEETING TYPE Ordinary	SECURITIES G3910J112/37733W105

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442045

Genus Dividend Fund

321300

ITEM	PROPOSAL	BOARD	POLICY
01	Demerger of Haleon Group	✓	✓
02	Related Party Transactions	✓	✓

PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Demerger of Haleon Group	✓	✓

Proposer : Board

According to the board of directors, the spin-off offers the opportunity to further deepen its biopharmaceutical experience and references. He commissioned Korn Ferry to help review and determine its optimal composition for the future. This process included reviewing and considering the composition and governance of the board of directors of peer companies. The company has agreed on a board competency matrix that maps the skills and capabilities of current directors to the company's future succession needs and its changing needs. After the split, the board is expected to consist of twelve directors, including CEO Emma Walmsley, CFO Iain Mackay, and Jonathan Symonds as chairman. The board says it will be diverse and have deep scientific and business expertise in the broader biopharmaceutical industry and global commercial organizations, as well as broad geographic experience. He also feels that he will be well equipped to advise, supervise and challenge the management team, as well as to support the achievement of its strategy and objectives. Finally, the Board states that the composition of the future Board will meet the requirements of the UK Corporate Governance Code. If approved, the company will proceed with the demerger of the Haleon Group. It will distribute at least 80% of its 68% interest in Haleon to the company's existing shareholders on the basis of one share of Haleon for each outstanding share of the company. As a result, the shareholders will initially have the same economic exposure to the company's assets before and after the demerger. In addition, if approved, the board of directors will be authorized to proceed with a reverse stock split, with a record date of July 18, 2022. The resulting consistency in the company's share price before and after the demerger should allow comparability of the company's earnings per share and share price with previous periods, while preserving (as far as possible) the value of options and awards granted under the company's employee stock ownership plans. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 02	BOARD	POLICY
Related Party Transactions	✓	✓

Proposer : Board

This proposal seeks shareholder approval to deal with related stakeholders with whom a conflict of interest may be possible. Adoption of this proposal is necessary to move forward with the company's proposed spin-off. A vote in favour of the proposal was recorded.

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PROXY SUMMARY

ISSUER Aritzia Inc. (TSE:ATZ)	MEETING DATE 2022-07-06 ,
COUNTRY Canada	RECORD DATE 2022-05-19
MEETING LOCATION	
MEETING TYPE Annual	SECURITIES 04045U102

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

160717012

Genus Canadian Alpha Fund

11200

ITEM	PROPOSAL	BOARD	POLICY
01.01	Elect Brian Hill	✓	✗
01.02	Elect Jennifer Wong	✓	✗
01.03	Elect Aldo Bensadoun	✓	✗
01.04	Elect John E. Currie	✓	✗
01.05	Elect Daniel Habashi	✓	✓
01.06	Elect David Labistour	✓	✗
01.07	Elect John Montalbano	✓	✗
01.08	Elect Marni Payne	✓	✗
01.09	Elect Glen T. Senk	✓	✓
01.10	Elect Marcia Smith	✓	✗
02	Appointment of Auditor and Authority to Set Fees	✓	✗

PROXY ANALYSIS

ITEM 01.01	BOARD	POLICY
Elect Brian 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 and the Compensation Committee are not exclusively made up of independent members. This nominee is not deemed independent according to the company. 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. A vote against the candidate was recorded.

Vote recorded

ITEM 01.02	BOARD	POLICY
Elect Jennifer Wong	✓	✗
Proposer : 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. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03	BOARD	POLICY
Elect Aldo Bensadoun	✓	✗
Proposer : 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. A vote against the candidate was recorded.

Vote recorded

ITEM 01.04	BOARD	POLICY
Elect John E. Currie	✓	✗
Proposer : 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 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 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 Daniel Habashi	✓	✓
Proposer : 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 David Labistour	✓	✗
Proposer : 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 John Montalbano	✓	✗

Proposer : 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 01.08	BOARD	POLICY
Elect Marni Payne	✓	✗

Proposer : 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 01.09	BOARD	POLICY
Elect Glen T. Senk	✓	✓

Proposer : 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 Marcia 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 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 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

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