



GENUS Capital Management Pooled Funds

Q3 2023

July 1st – September 30th

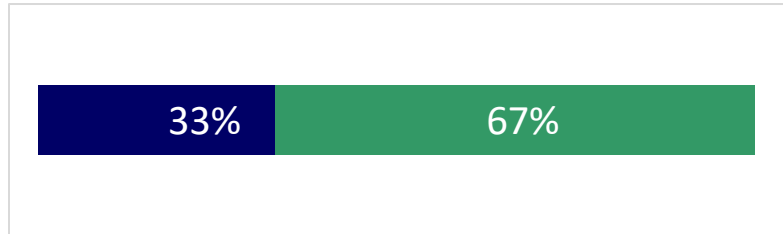
Proxy Voting Report

Proxy Voting Highlights Q3 2023

Meetings

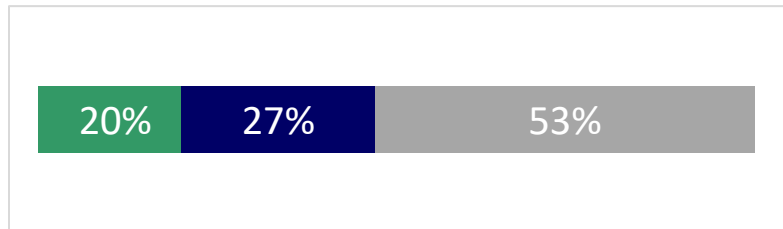
Type

| | |
|--------------|-----------|
| Annual | 10 |
| Special | 5 |
| Mix | 0 |
| Total | 15 |

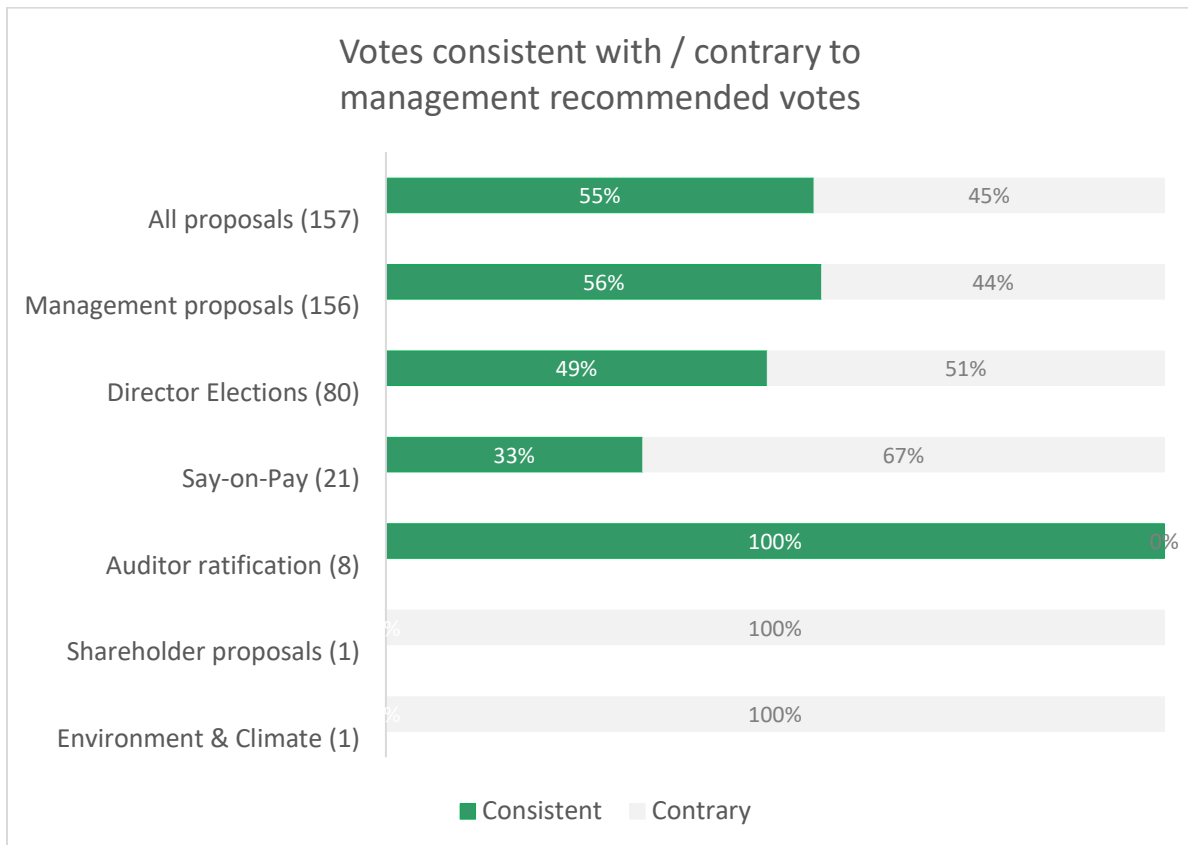


Jurisdiction

| | |
|---------------|-----------|
| Canada | 3 |
| United States | 4 |
| Other | 8 |
| Total | 15 |



Proposals



PROXY SUMMARY

| | |
|--|-------------------------------------|
| ISSUER Lamb Weston Holdings Inc. (NYSE:LW) | MEETING DATE 2023-09-28 , |
| COUNTRY United States | RECORD DATE 2023-07-31 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES 513272104 |

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442088

Genus Global Alpha fund

6700

| ITEM | PROPOSAL | BOARD | POLICY |
|-------|---|-------|--------|
| 01.01 | Board of Director: Peter J. Benser. | ✓ | ✓ |
| 01.02 | Board of Director: Charles A. Blixt. | ✓ | ✗ |
| 01.03 | Board of Director: Robert J. Coviello. | ✓ | ✗ |
| 01.04 | Board of Director: Rita Fisher. | ✓ | ✓ |
| 01.05 | Board of Director: André J. Hawaux. | ✓ | ✓ |
| 01.06 | Board of Director: W.G. Jurgensen. | ✓ | ✓ |
| 01.07 | Board of Director: Thomas P. Maurer. | ✓ | ✓ |
| 01.08 | Board of Director:Hala G. Modellmog. | ✓ | ✗ |
| 01.09 | Board of Director:Robert A. Niblock. | ✓ | ✓ |
| 01.10 | Board of Director: Maria Renna Sharpe. | ✓ | ✓ |
| 01.11 | Board of Director:Thomas P. Werner. | ✓ | ✓ |
| 02 | Advisory Vote on Executive Compensation. | ✓ | ✗ |
| 03 | Advisory Vote on the frequency of the shareholders' say-on-pay. | 1 | 1 |
| 04 | To approve the appointment of the auditing firm : KPMG LLP. | ✓ | ✓ |

PROXY ANALYSIS

| ITEM 01.01 | BOARD | POLICY |
|-------------------------------------|-------|--------|
| Board of Director: Peter J. Benser. | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 01.02 | BOARD | POLICY |
|--------------------------------------|-------------------------------------|--------------------------|
| Board of Director: Charles A. Blixt. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

| ITEM 01.03 | BOARD | POLICY |
|--|-------------------------------------|--------------------------|
| Board of Director: Robert J. Coviello. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. He is Chief Sustainability Officer and Government Affairs of Bunge Limited and sits on the Compensation Committee, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

| ITEM 01.04 | BOARD | POLICY |
|---------------------------------|-------------------------------------|-------------------------------------|
| Board of Director: Rita Fisher. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.05 | BOARD | POLICY |
|-------------------------------------|-------------------------------------|-------------------------------------|
| Board of Director: André J. Hawaux. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.06 | BOARD | POLICY |
|------------------------------------|-------------------------------------|-------------------------------------|
| Board of Director: W.G. Jurgensen. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.07 | BOARD | POLICY |
|--------------------------------------|-------------------------------------|-------------------------------------|
| Board of Director: Thomas P. Maurer. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.08 | BOARD | POLICY |
|--------------------------------------|-------------------------------------|--------------------------|
| Board of Director:Hala G. Modellmog. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Proposer : Board

The nominees' independence was verified and it was found that the two-thirds of them are independent. The key committees are all exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. A vote against the candidate was recorded.

Vote recorded

| ITEM 01.09 | BOARD | POLICY |
|--------------------------------------|-------------------------------------|-------------------------------------|
| Board of Director:Robert A. Niblock. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.10 | BOARD | POLICY |
|--|-------------------------------------|-------------------------------------|
| Board of Director: Maria Renna Sharpe. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.11 | BOARD | POLICY |
|-------------------------------------|-------|--------|
| Board of Director:Thomas P. Werner. | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 02 | BOARD | POLICY |
|--|-------|--------|
| Advisory Vote on Executive Compensation. | ✓ | ✗ |

Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. Severance pay exceeds 2 times the executive's salary. The CEO is paid more than 3 times the compensation of another named executive and the CEO to median employee pay ratio is higher than 170:1. A vote against the proposal was recorded.

Vote recorded

| ITEM 03 | BOARD | POLICY |
|---|-------|--------|
| Advisory Vote on the frequency of the shareholders' say-on-pay. | 1 | 1 |

Proposer : Board

The proposal aims to set, in a non-restrictive manner, the frequency that shareholder will have the opportunity to approve an executive compensation program. It is relevant to allow shareholders a yearly opportunity to voice their concerns. A yearly frequency is in the shareholders' interest and has been selected.

Vote recorded

ITEM 04

To approve the appointment of the auditing firm : KPMG 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

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PROXY SUMMARY

| | |
|-----------------------------------|-------------------------------------|
| ISSUER Oneok Inc. (OKE) | MEETING DATE 2023-09-21 , |
| COUNTRY United States | RECORD DATE 2023-07-24 |
| MEETING LOCATION | |
| MEETING TYPE Special | SECURITIES 682680103 |

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442045

Genus Dividend Fund

36800

| ITEM | PROPOSAL | BOARD | POLICY |
|------|--|-------|--------|
| 01 | To approve the issuance of shares pursuant to the acquisition of Magellan Midstream Partners LP. | ✓ | ✓ |
| 02 | To approve the adjournment of the meeting in order to obtain additional proxies, if the company doesn't obtain enough votes in favour of the proposal [#]. | ✓ | ✗ |

PROXY ANALYSIS

| ITEM 01 | BOARD | POLICY |
|--|-------|--------|
| To approve the issuance of shares pursuant to the acquisition of Magellan Midstream Partners LP. | ✓ | ✓ |

Proposer : Board

On May 14, 2023, Oneok announced the acquisition of Magellan Midstream Partners LP (Magellan). The transaction is valued at approximately USD 18.76 billion. Investors reacted negatively, as Oneok's stock lost 11 % on the day of the announcement. As part of the transaction, Magellan shareholders will receive USD 25 in cash and 0.667 share of Oneok stock for each share of common stock held. Upon completion of the transaction, Magellan will cease to be a publicly traded company and will become a wholly-owned subsidiary of Oneok. The Board of Directors unanimously recommends voting in favour of the transaction. In addition, the financial advisors, Goldman Sachs & Co, have stated that, from a financial standpoint, the transaction is fair to the shareholders. Break-up fees, payable if, among other things, the shareholders do not approve the transaction, are estimated at USD 450 million, which represents approximately 2.4% of the total value of the transaction. Once the transaction is completed, one to two directors of Magellan will be chosen to join Oneok board. The transaction does not raise any specific issues. A vote in favour of the proposal was recorded.

Vote recorded

| ITEM 02 | BOARD | POLICY |
|--|-------|--------|
| To approve the adjournment of the meeting in order to obtain additional proxies, if the company doesn't obtain enough votes in favour of the proposal [#]. | ✓ | ✗ |

Proposer : Board

This proposal does not respect the deadlines or the transparency requirements with regard to the matters to be submitted to a shareholder vote. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

| | |
|--|-------------------------------------|
| ISSUER Darden Restaurants Inc. (DRI) | MEETING DATE 2023-09-20 , |
| COUNTRY United States | RECORD DATE 2023-07-26 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES 237194105 |

POLICY: Share - Genus

ACCOUNT NUMBER

000442045

ACCOUNT NAME

Genus Dividend Fund

STOCK COUNT

29000

| ITEM | PROPOSAL | BOARD | POLICY |
|-------|--|-------|--------|
| 01.01 | To approve the staggered election of the director:Margaret Shan Atkins. | ✓ | ✓ |
| 01.02 | To approve the staggered election of the director: Ricardo Cardenas. | ✓ | ✓ |
| 01.03 | To approve the staggered election of the director: Juliana L. Chugg. | ✓ | ✓ |
| 01.04 | To approve the staggered election of the director: James P. Fogarty. | ✓ | ✓ |
| 01.05 | To approve the staggered election of the director: Cynthia T. Jamison. | ✓ | ✗ |
| 01.06 | To approve the staggered election of the director: Nana Mensah. | ✓ | ✓ |
| 01.07 | To approve the staggered election of the director: William S. Simon. | ✓ | ✗ |
| 01.08 | To approve the staggered election of the director: Charles M. Sonstebly. | ✓ | ✓ |
| 01.09 | To approve the staggered election of the director: Timothy J. Wilmott. | ✓ | ✓ |
| 02 | Advisory Vote on Executive Compensation. | ✓ | ✗ |
| 03 | Advisory Vote on the frequency of the shareholders' say-on-pay. | 1 | 1 |
| 04 | To approve the appointment of the auditing firm:KPMG LLP. | ✓ | ✓ |
| 05 | Shareholder proposal requesting that the company set short- and long-term greenhouse gas (GHG) emissions reduction targets, based on science and aligned with the Paris Agreement's ambition to limit global temperature rise to 1.5°C, and summarize its plans to achieve them. | ✗ | ✓ |
| 06 | Shareholder proposal requesting the publication of a report detailing all known risks and costs to the company caused by public policies adopted or proposed by States that severely restrict reproductive health care, as well as any strategies it may employ to minimize or mitigate these risks. | ✗ | ✓ |

PROXY ANALYSIS

| ITEM 01.01 | BOARD | POLICY |
|---|-------|--------|
| To approve the staggered election of the director:Margaret Shan Atkins. | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 01.02 | BOARD | POLICY |
|--|-------------------------------------|-------------------------------------|
| To approve the staggered election of the director: Ricardo Cardenas. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.03 | BOARD | POLICY |
|--|-------------------------------------|-------------------------------------|
| To approve the staggered election of the director: Juliana L. Chugg. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.04 | BOARD | POLICY |
|--|-------------------------------------|-------------------------------------|
| To approve the staggered election of the director: James P. Fogarty. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Proposer : Board

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

Vote recorded

| ITEM 01.05 | BOARD | POLICY |
|--|-------|--------|
| To approve the staggered election of the director: Cynthia T. Jamison. | ✓ | ✗ |

Proposer : Board

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

Vote recorded

| ITEM 01.06 | BOARD | POLICY |
|---|-------|--------|
| To approve the staggered election of the director: Nana Mensah. | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 01.07 | BOARD | POLICY |
|--|-------|--------|
| To approve the staggered election of the director: William S. Simon. | ✓ | ✗ |

Proposer : Board

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

Vote recorded

| ITEM 01.08 | BOARD | POLICY |
|---|-------|--------|
| To approve the staggered election of the director: Charles M. Sonsteby. | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 01.09 | BOARD | POLICY |
|--|-------|--------|
| To approve the staggered election of the director: Timothy J. Wilmott. | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 02 | BOARD | POLICY |
|--|-------|--------|
| 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. This company uses earnings per share (EPS) as a measure of executive performance in its incentive compensation plans. EPS is readily increased by repurchasing shares but the company completed 3 share buybacks in the last 12 months. Thus, executives could receive a bonus simply because of the decrease in the number of shares. A vote against the proposal was recorded.

Vote recorded

| ITEM 03 | BOARD | POLICY |
|---|-------|--------|
| Advisory Vote on the frequency of the shareholders' say-on-pay. | 1 | 1 |

Proposer : Board

The proposal aims to set, in a non-restrictive manner, the frequency that shareholder will have the opportunity to approve an executive compensation program. It is relevant to allow shareholders a yearly opportunity to voice their concerns. A yearly frequency is in the shareholders' interest and has been selected.

Vote recorded

| ITEM 04 | 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. A vote in favour of the proposal was recorded.

Vote recorded

| ITEM 05 | BOARD | POLICY |
|--|-------|--------|
| Shareholder proposal requesting that the company set short- and long-term greenhouse gas (GHG) emissions reduction targets, based on science and aligned with the Paris Agreement's ambition to limit global temperature rise to 1.5°C, and summarize its plans to achieve them. | ✗ | ✓ |

Proposer : The Sisters of the Order of St. Dominic-Grand Rapids (The Dominicas Sisters)

The Intergovernmental Panel on Climate Change (IPCC) recently issued a clear warning about the dire consequences of continued GHG emissions on global ecosystems and human society, again emphasizing the urgency of taking immediate action to reduce emissions across all economic sectors in order to limit global

warming to 1.5°C and avoid the worst impacts of climate change. The proponent claims that Darden has not yet disclosed its full emissions or forest footprint, that it does not have comprehensive policies for forest-risk products, and that it has not set GHG emission reduction targets. It adds that Scope 3 emissions account for around 80% of the company's supply chain emissions, but that the company has not disclosed any measures to reduce them. The Board of Directors opposes the proposal, arguing that Darden lacks the fundamental data needed to assess and understand its potential impact on its business, and that it would be irresponsible to make such commitments without being able to gauge the impact on food quality and safety, product availability and costs. The company sources considerable quantities of raw materials with high carbon footprints, which are the main drivers of deforestation worldwide. According to the IPCC, the activities associated with these products are responsible for 23% of total net anthropogenic GHG emissions, almost half of which is attributable to deforestation. Darden publishes its direct and indirect GHG emissions, which are reviewed by independent third parties. However, the company does not follow the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). In addition, it has no emission reduction targets and no ambition to achieve carbon neutrality. Darden is also lagging behind some competitors. For example, Domino's Pizza aims to reduce its absolute Scope 1 and 2 emissions by 50.4% and its absolute Scope 3 emissions by 30% by 2032. While the setting of robust GHG emission reduction targets and the implementation of non-deforestation policies are becoming industry standards, the absence of these elements within the company means that it is falling further and further behind its competitors. Upon review, we acknowledge that Darden has adopted certain good disclosure practices. Nevertheless, its climate change strategy has major shortcomings, such as Scope 1, 2 and 3 GHG emission reduction targets, and appears less ambitious than that of Domino's Pizza. As a result, we believe it is in investors' interests to support the proposal in order to encourage the Board to make greater efforts to reduce Darden's carbon footprint, as well as its exposure to climate risks, which may include the restriction of its market share, the disruption of its supply chain and reputational damage. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 06

Shareholder proposal requesting the publication of a report detailing all known risks and costs to the company caused by public policies adopted or proposed by States that severely restrict reproductive health care, as well as any strategies it may employ to minimize or mitigate these risks.

| BOARD | POLICY |
|-------|--------|
| ✗ | ✓ |

Proposer : RHIA Ventures / the Meyer Memorial Trust

The access to reproductive health care, particularly contraception and abortion, is a major issue in the United States. Since the repeal of Roe v. Wade in June 2022, 24 States have banned or restricted access to voluntary terminations of pregnancy (IVG). The battle for abortion rights goes on in the streets, in the courtrooms, and in State legislatures as the Biden administration attempts to improve access to abortion, including making it easier to distribute abortion pills. Their fate is under threat, however, as the courts are called upon to rule on the validity of the authorization granted over 20 years ago to mifepristone (RU 486), one of the 2 pills used in medical abortion. Although abortion is a divisive issue in the U.S., many companies have publicly supported women's right to abortion. For example, Airbnb, Amazon, Apple, Bloomberg, Citigroup, Disney, JPMorgan Chase, Levi Strauss, Microsoft, Salesforce, Starbucks, Tesla, WPP, and Yelp have pledged to ensure that their female employees have access to abortion wherever they work, for example by reimbursing travel expenses. For its part, Gucci said that "access to reproductive health care is a basic human right," while Match, Bumble and Hewlett Packard plan to pay for medical expenses, in addition to travel costs. Finally, Lyft and Uber have pledged to pay the legal costs of their drivers who would be prosecuted under anti-abortion laws for helping women wanting to have an abortion. The proponent points out that a 2021 national survey of U.S. consumers found that 64% of respondents believe employers should ensure their workforce has access to reproductive healthcare, and that 42% would be more likely to buy from a company that publicly supports such care. It points out that Darden Restaurants employed nearly 97,000 women in 2021 in the United States, and that many of them now face difficulties in accessing reproductive healthcare, either for themselves or for family members. What's more, the Institute for Women's Policy Research estimates that State restrictions on the right to abortion keep over 500,000 women aged 15-44 out of the workforce every year. As a result, the proponent believes that Darden may find it more difficult to achieve its diversity objectives, which may have a negative impact on its performance, brand and reputation. Although the shareholder proposal deals with a sensitive issue, we consider

it still relevant and reasonable for the company to assess the risks and repercussions associated with state laws restricting reproductive healthcare, for example on employee hiring, retention and productivity. In addition to the issue of abortion, we consider that the proposal deals with a human capital issue and that it is in the shareholders' interest for Darden to publish the additional information requested, which would enable them to better assess the risks to which the company is exposed as a result of the new anti-abortion laws, and how it intends to manage them. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

| | |
|--|-------------------------------------|
| ISSUER Empire Company Ltd (EMPA) | MEETING DATE 2023-09-14 , |
| COUNTRY Canada | RECORD DATE 2023-07-24 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES 291843407 |

POLICY: Share - Genus

| ACCOUNT NUMBER | ACCOUNT NAME | STOCK COUNT |
|----------------|---------------------------|-------------|
| 160717012 | Genus Canadian Alpha Fund | 14100 |

| 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. The company does not disclose in a clear and detailed manner the specific criteria that underpin its performance-based compensation programs. We note that the Compensation Committee is not exclusively made up of independent members. 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 2023-09-07 , |
| COUNTRY Canada | RECORD DATE 0007-10-23 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES 01626P403 |

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

160717012

Genus Canadian Alpha Fund

18300

000442010

Genus Canglobe Equity fund

59300

| ITEM | PROPOSAL | BOARD | POLICY |
|-------|--|-------|--------|
| 01 | To approve the nomination of the auditing firm and its fees: PricewaterhouseCoopers LLP. | ✓ | ✓ |
| 02.01 | Board of Director: Alain Bouchard. | ✓ | ✗ |
| 02.02 | Board of Director: Louis Vachon. | ✓ | ✓ |
| 02.03 | Board of Director: Jean Bernier. | ✓ | ✓ |
| 02.04 | Board of Director: Karinne Bouchard. | ✓ | ✗ |
| 02.05 | Board of Director: Eric Boyko. | ✓ | ✗ |
| 02.06 | Board of Director: Marie-Eve D'Amours. | ✓ | ✗ |
| 02.07 | Board of Director: Janice L. Fields. | ✓ | ✗ |
| 02.08 | Board of Director: Eric Fortin. | ✓ | ✗ |
| 02.09 | Board of Director: Richard Fortin. | ✓ | ✗ |
| 02.10 | Board of Director: Brian Hannasch. | ✓ | ✗ |
| 02.11 | Board of Director: Melanie Kau. | ✓ | ✗ |
| 02.12 | Board of Director: Marie-Josée Lamothe. | ✓ | ✓ |
| 02.13 | Board of Director: Monique F. Leroux. | ✓ | ✓ |
| 02.14 | Board of Director: Real Plourde. | ✓ | ✗ |
| 02.15 | Board of Director: Daniel Rabinowicz. | ✓ | ✗ |
| 02.16 | Board of Director: Louis Tetu. | ✓ | ✗ |

03

To approve the report on executive compensation.



PROXY ANALYSIS

ITEM 01

BOARD

POLICY

To approve the nomination of the auditing firm and its fees: PricewaterhouseCoopers LLP.



Proposer : Board

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

Vote recorded

ITEM 02.01

BOARD

POLICY

Board of 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 a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 02.02

BOARD

POLICY

Board of 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 |
|----------------------------------|-------|--------|
| Board of 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 |
|--------------------------------------|-------|--------|
| Board of 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. A vote against the candidate was recorded.

Vote recorded

| ITEM 02.05 | BOARD | POLICY |
|--------------------------------|-------|--------|
| Board of 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. He is the CEO of

Stingray Group and sits on more than one board. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

| ITEM 02.06 | BOARD | POLICY |
|--|-------|--------|
| Board of Director: Marie-Eve 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. She has direct family ties with one of the cofounders. A vote against the candidate was recorded.

Vote recorded

| ITEM 02.07 | BOARD | POLICY |
|--------------------------------------|-------|--------|
| Board of 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. A vote against the candidate was recorded.

Vote recorded

| ITEM 02.08 | BOARD | POLICY |
|---------------------------------|-------|--------|
| Board of 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 has direct family ties with a related director. A vote against the candidate was recorded.

Vote recorded

| | | |
|------------------------------------|-------|--------|
| ITEM 02.09 | BOARD | POLICY |
| Board of 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. A vote against the candidate was recorded.

Vote recorded

| | | |
|------------------------------------|-------|--------|
| ITEM 02.10 | BOARD | POLICY |
| Board of Director: Brian Hannasch. | ✓ | ✗ |

Proposer : Board

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

Vote recorded

| | | |
|---------------------------------|-------|--------|
| ITEM 02.11 | BOARD | POLICY |
| Board of 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 the Compensation Committee and the Nomination Committee. She has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

| ITEM 02.12 | BOARD | POLICY |
|---|-------|--------|
| Board of 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 |
|---------------------------------------|-------|--------|
| Board of 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 |
|----------------------------------|-------|--------|
| Board of Director: Real 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 deemed independent according to the policy. He has been on the board for over 10 years. A vote against the candidate was recorded.

Vote recorded

| ITEM 02.15 | BOARD | POLICY |
|---------------------------------------|-------|--------|
| Board of 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, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

| ITEM 02.16 | BOARD | POLICY |
|----------------------------------|-------|--------|
| Board of Director: Louis Tetu. | | |
| Proposer : Board | | |

A vote against the candidate was recorded.

Vote recorded

| ITEM 03 | BOARD | POLICY |
|--|-------|--------|
| To approve the report on executive compensation. | | |
| Proposer : Board | | |

A complete analysis of the compensation report shows that it does not meet all of the policy criteria. In the event of a change of control, the directors' employment contract includes accelerated vesting of awards which goes against the policy. The CEO was paid more than 200 times the average pay of Canadian 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

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PROXY SUMMARY

| | |
|--|-------------------------------------|
| ISSUER Ashtead Group PLC (LON:AHT) | MEETING DATE 2023-09-06 , |
| COUNTRY United Kingdom | RECORD DATE 2023-07-20 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES G05320109 |

POLICY: Share - Genus

| ACCOUNT NUMBER | ACCOUNT NAME | STOCK COUNT |
|----------------|----------------------------|-------------|
| 000442088 | Genus Global Alpha fund | 7700 |
| 000442010 | Genus Canglobe Equity fund | 26200 |

| ITEM | PROPOSAL | BOARD | POLICY |
|------|--|-------|--------|
| 01 | To approve the Annual Report and the Consolidated Financial Statements . | ✓ | ✓ |
| 02 | To approve the report on executive compensation. | ✓ | ✗ |
| 03 | To approve a dividend of 0.85 GBP per common share. | ✓ | ✓ |
| 04 | Election of the director: Paul Walker. | ✓ | ✓ |
| 05 | Election of the director: Brendan Horgan. | ✓ | ✓ |
| 06 | Election of the director: Michael Pratt. | ✓ | ✓ |
| 07 | Election of the director: Angus Cockburn. | ✓ | ✗ |
| 08 | Election of the director: Lucinda Riches. | ✓ | ✗ |
| 09 | Election of the director: Tanya Fratto. | ✓ | ✓ |
| 10 | Election of the director: Lindsley Ruth. | ✓ | ✓ |
| 11 | Election of the director: Jill Easterbrook. | ✓ | ✓ |
| 12 | Election of the director:Renata Ribeiro. | ✓ | ✓ |
| 13 | To approve the appointment of the auditing firm :Deloitte LLP. | ✓ | ✓ |
| 14 | To authorize the directors to establish the auditors' fees. | ✓ | ✓ |
| 15 | To authorize the issuance of shares with pre-emptive rights. | ✓ | ✓ |
| 16 | To authorize the issuance of shares without pre-emptive rights. | ✓ | ✓ |
| 17 | To limit pre-emptive rights. | ✓ | ✓ |

18 To authorize share buyback.



19 To approve the minimum notice period for convening a meeting.



PROXY ANALYSIS

ITEM 01

BOARD

POLICY

To approve the Annual Report and the Consolidated Financial Statements .



Proposer : Board

We observe that more than 75% of the fees paid to the auditing firm that prepared the financial statements were for auditing services. The auditing firm that reviewed them is independent. 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 compensation plan includes awards of nil-cost options. This practice is not consistent with the policy. This company uses total shareholder return (TSR) as a measure of executive performance in its incentive compensation plans. TSR is readily increased by repurchasing shares. The board asks for the authorization to buyback shares through proposal 18. Thus, executives could receive a bonus simply because of the decrease in the number of shares. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD

POLICY

To approve a dividend of 0.85 GBP 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 04

Election of the director: Paul Walker.

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 05

Election of the director: Brendan Horgan.

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 06

Election of the director: Michael Pratt.

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 07

Election of the director: Angus Cockburn.

BOARD POLICY



Proposer : Board

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

Vote recorded

ITEM 08

Election of the director: Lucinda Riches.

BOARD POLICY



Proposer : Board

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

Vote recorded

ITEM 09

Election of the director: Tanya Fratto.

BOARD POLICY



Proposer : Board

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

Vote recorded

ITEM 10

Election of the director: Lindsley Ruth.

BOARD POLICY



Proposer : Board

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

Vote recorded

ITEM 11

Election of the director: Jill Easterbrook.

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 12

Election of the director:Renata Ribeiro.

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

To approve the appointment of the auditing firm :Deloitte 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 14

To authorize the directors to establish the auditors' 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 15

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 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. This issuance is justified by adequately disclosed business reasons. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 17

BOARD POLICY

To limit 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. This issuance is justified by adequately disclosed business reasons. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 18

BOARD POLICY

To authorize share buyback.



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. The buyback program affects more than 10% of outstanding shares. A vote against the proposal was recorded.

Vote recorded

ITEM 19

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.

Vote recorded

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PROXY SUMMARY

| | |
|---|-------------------------------------|
| ISSUER Microchip Technology Inc. (MCHP) | MEETING DATE 2023-08-22 , |
| COUNTRY United States | RECORD DATE 2023-06-23 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES 595017104 |

POLICY: Share - Genus

| ACCOUNT NUMBER | ACCOUNT NAME | STOCK COUNT |
|----------------|--|-------------|
| 000442096 | Genus Pooled Funds - Fossil Free Dividend Fund - 000442096 | 10200 |
| 000442045 | Genus Dividend Fund | 28500 |

| ITEM | PROPOSAL | BOARD | POLICY |
|-------|---|-------|--------|
| 01.01 | Elect Matthew W. Chapman | ✓ | ✗ |
| 01.02 | Elect Karlton D. Johnson | ✓ | ✓ |
| 01.03 | Elect Wade F. Meyercord | ✓ | ✗ |
| 01.04 | Elect Ganesh Moorthy | ✓ | ✗ |
| 01.05 | Elect Robert A. Rango | ✓ | ✓ |
| 01.06 | Elect Karen M. Rapp | ✓ | ✗ |
| 01.07 | Elect Steve Sanghi | ✓ | ✗ |
| 02 | Amendment to the 2001 Employee Stock Purchase Plan | ✓ | ✗ |
| 03 | Amendment to the 1994 International Employee Stock Purchase Plan | ✓ | ✗ |
| 04 | Ratification of Auditor | ✓ | ✓ |
| 05 | Advisory Vote on Executive Compensation | ✓ | ✗ |
| 06 | Frequency of Advisory Vote on Executive Compensation | 1 | 1 |
| 07 | Shareholder proposal requesting that the Board of Directors commission an independent report on the company's due diligence process to determine whether its customers' use of its products contributes to or is linked to violations of international law. | ✗ | ✓ |

PROXY ANALYSIS

| ITEM 01.01 | BOARD | POLICY |
|--------------------------|-------|--------|
| Elect Matthew W. Chapman | ✓ | ✗ |

Proposer : Board

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

Vote recorded

| ITEM 01.02 | BOARD | POLICY |
|--------------------------|-------|--------|
| Elect Karlton D. Johnson | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 01.03 | BOARD | POLICY |
|-------------------------|-------|--------|
| Elect Wade F. Meyercord | ✓ | ✗ |

Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee, who is considered non-independent by the policy, sits on the Compensation Committee and the Nomination Committee. He has been on the board for over 10 years. He is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of his position, we consider him to be responsible for this lack of diversity within the board. The chair of the board is not independent. This situation creates potential conflicts of interest that are not in the best interests of the company or its shareholders. The nominating committee is responsible for the board's governance, including who will serve as chair. We have voted against the members of the nominating committee for this reason. A vote against the candidate was recorded.

Vote recorded

| ITEM 01.04 | BOARD | POLICY |
|------------|-------|--------|
|------------|-------|--------|

Elect Ganesh Moorthy



Proposer : Board

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

Vote recorded

ITEM 01.05

BOARD

POLICY

Elect Robert A. Rango



Proposer : Board

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

Vote recorded

ITEM 01.06

BOARD

POLICY

Elect Karen M. Rapp



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is deemed independent according to the policy. She is a member of the nominating committee and sits on a board of directors with less than 30% women. Because of her position, we consider her to be responsible for this lack of diversity within the board. This nominee, who is not independent, is also the Chairwoman, which goes against the policy. A vote against the candidate was recorded.

Vote recorded

ITEM 01.07

BOARD

POLICY

Elect Steve Sanghi



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He is a former executive of the company. This nominee, who is not independent, is also Chairman, which goes against policy. A vote against the candidate was recorded.

Vote recorded

ITEM 02

BOARD

POLICY

Amendment to the 2001 Employee Stock Purchase Plan



Proposer : Board

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

Vote recorded

ITEM 03

BOARD

POLICY

Amendment to the 1994 International Employee Stock Purchase Plan



Proposer : Board

The proposed savings plan does not meet all of the policy criteria. The dilution rate for shares in this plan could exceed 5%. The plan includes an automatic-share-replacement clause. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Ratification of Auditor



Proposer : Board

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

Vote recorded

ITEM 05

Advisory Vote on Executive Compensation

BOARD POLICY



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. Too little of the executives' incentive bonus is based on performance. This limits the effectiveness of the bonus as an incentive to do a good job, because executives will get some part of the bonus even if they perform poorly. In the event of a change of control, the employment contract for executives includes retention bonuses. A vote against the proposal was recorded.

Vote recorded

ITEM 06

Frequency of Advisory Vote on Executive Compensation

BOARD POLICY

1

1

Proposer : Board

The proposal aims to set, in a non-restrictive manner, the frequency that shareholder will have the opportunity to approve an executive compensation program. It is relevant to allow shareholders a yearly opportunity to voice their concerns. A yearly frequency is in the shareholders' interest and has been selected.

Vote recorded

ITEM 07

Shareholder proposal requesting that the Board of Directors commission an independent report on the company's due diligence process to determine whether its customers' use of its products contributes to or is linked to violations of international law.

BOARD POLICY



Proposer : Board

Companies directly or indirectly related to human rights violations are exposed to financial, legal, operational, and reputational risks, and even to boycott and disinvestment. As required by the UN Guiding Principles on Business and Human Rights, they must therefore implement a due diligence process to identify, assess, prevent, and effectively mitigate actual and potential adverse human rights impacts that they may have or contribute to through their activities or that may arise directly from their activities, products or services through their business relationships. As a technology company, Microchip faces significant human rights risks associated with the use of its dual-use products. High-profile investigations have shown that, despite sanctions and restrictions against Russia, Russian military equipment used in Ukraine, including against civilian infrastructure, contained critical components from Western companies, including Microchip. A study by the British think-tank Royal United Service Institute revealed that Microchip's products were among the most widespread in the 208 dual-use components recovered from 26 Russian weapons systems. In July 2023, the International Working Group on Russian Sanctions also published a report according to which 1,057 components produced by 155 foreign companies, including Microchip, were found in Russian military equipment used in Ukraine. This indicates that the Russian military supply chain has continued to access critical Western technologies since the beginning of the war, the components found not being "from old stocks". Microchip asserts that it has programs designed to prevent its products from falling into the hands of prohibited users or being used for prohibited purposes, that it complies with applicable laws, and that it has gone beyond its legal obligations by voluntarily ceasing the sale of all its products in Russia and Belarus. It adds that it is impossible to ensure complete traceability of the global semiconductor supply chain, due to its great complexity. The proponent also acknowledges "the dual-use nature of semiconductor components, the industry's dependence on retail markets and third-party distributors, and the long chip life that makes it virtually impossible to track end-users of thousands of different products to over 125,000 customers". It does, however, ask Microchip to evaluate its customer and human rights due diligence policies and procedures, as well as its sanctions and export control compliance program, in light of recent reports linking its components to prohibited end-users and uses contrary to international law. In 2022, Microchip achieved a mediocre score of 7.5% in the Corporate Human Rights Benchmark ranking for human rights risk management, compared with an industry average of 18.3%, and received no points for any of the 5 due diligence indicators. Therefore, we believe that the proposal is justified and reasonable. An independent assessment of Microchip's due diligence processes would ensure their effectiveness and robustness, as well as whether they mitigate the risk of its products contributing to human rights abuses and reasonably protect it from the risks associated with human rights abuses. A vote in favour of the proposal was recorded.

Vote recorded

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PROXY SUMMARY

| | |
|---|-------------------------------------|
| ISSUER Flex Ltd (NASDAQ:FLEX) | MEETING DATE 2023-08-02 , |
| COUNTRY Singapore | RECORD DATE 2023-06-05 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES Y2573F102 |

POLICY: Share - Genus

| ACCOUNT NUMBER | ACCOUNT NAME | STOCK COUNT |
|----------------|--|-------------|
| 000442029 | Genus Fossil Free CanGlobe Equity fund | 47000 |
| | | |
| | | |

| ITEM | PROPOSAL | BOARD | POLICY |
|-------|---|-------|--------|
| 01.01 | Election of the director: Revathi Advaiti | ✓ | ✓ |
| 01.02 | Election of the director: Michael D. Capellas. | ✓ | ✗ |
| 01.03 | Election of the director: John D. Harris II. | ✓ | ✓ |
| 01.04 | Election of the director: Michael E. Hurlston. | ✓ | ✗ |
| 01.05 | Election of the director: Erin L. McSweeney. | ✓ | ✗ |
| 01.06 | Election of the director: Charles K. Stevens, III. | ✓ | ✓ |
| 01.07 | Election of the director: Maryrose T. Sylvester. | ✓ | ✓ |
| 01.08 | Election of the director: Lay Koon Tan. | ✓ | ✗ |
| 01.09 | Election of the director: Patrick J. Ward. | ✓ | ✓ |
| 01.10 | Election of the director: William D. Watkins. | ✓ | ✗ |
| 02 | To approve the appointment of the auditing firm :Deloitte & Touche LLP. | ✓ | ✓ |
| 03 | Advisory Vote on Executive Compensation. | ✓ | ✗ |
| 04 | Advisory Vote on the frequency of the shareholders' say-on-pay. | 1 | 1 |
| 05 | To approve the long-term incentive compensation plan. | ✓ | ✗ |
| 06 | To authorize the issuance of shares with pre-emptive rights. | ✓ | ✓ |
| 07 | Authority to repurchase ordinary share | ✓ | ✗ |

PROXY ANALYSIS

| | | |
|---|---|---|
| ITEM 01.01 | BOARD | POLICY |
| Election of the director: Revathi Advaiti |  |  |
| Proposer : Board | | |

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

Vote recorded

| | | |
|--|---|---|
| ITEM 01.02 | BOARD | POLICY |
| Election of the director: Michael D. Capellas. |  |  |
| Proposer : Board | | |

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

Vote recorded

| | | |
|--|---|---|
| ITEM 01.03 | BOARD | POLICY |
| Election of the director: John D. Harris II. |  |  |
| Proposer : Board | | |

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

Vote recorded

ITEM 01.04

BOARD POLICY

Election of the director: Michael E. Hurlston.

[Proposer : Board](#)

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

Vote recorded**ITEM 01.05**

BOARD POLICY

Election of the director: Erin L. McSweeney.

[Proposer : Board](#)

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

Vote recorded**ITEM 01.06**

BOARD POLICY

Election of the director: Charles K. Stevens, III.

[Proposer : Board](#)

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

Vote recorded

ITEM 01.07

BOARD POLICY

Election of the director: Maryrose T. Sylvester.

**Proposer : Board**

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

Vote recorded**ITEM 01.08**

BOARD POLICY

Election of the director: Lay Koon Tan.

**Proposer : Board**

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

Vote recorded**ITEM 01.09**

BOARD POLICY

Election of the director: Patrick J. Ward.

**Proposer : Board**

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

Vote recorded**ITEM 01.10**

BOARD POLICY

Election of the director: William D. Watkins.



Proposer : Board

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

Vote recorded

ITEM 02

BOARD

POLICY

To approve the appointment of the auditing firm :Deloitte & Touche 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. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. The CEO is paid more than 3 times the compensation of another named executive and the CEO to median employee pay ratio is higher than 170:1. A vote against the proposal was recorded.

Vote recorded

ITEM 04

BOARD

POLICY

Advisory Vote on the frequency of the shareholders' say-on-pay.

1

1

Proposer : Board

The proposal aims to set, in a non-restrictive manner, the frequency that shareholder will have the opportunity to approve an executive compensation program. It is relevant to allow shareholders a yearly opportunity to voice their concerns. A yearly frequency is in the shareholders' interest and has been selected.

Vote recorded

ITEM 05

To approve the long-term incentive compensation plan.

BOARD

POLICY

✓

✗

Proposer : Board

The proposed share-based compensation plan does not meet all of the policy criteria. The term of the share-plan exceeds the time limit stipulated in the policy, which is 5 years. A vote against the proposal was recorded.

Vote recorded

ITEM 06

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. This issuance is justified by adequately disclosed business reasons. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 07

BOARD

POLICY

Authority to repurchase ordinary share



Proposer : Board

It is the Board of Directors' responsibility to make recommendations on the buyback of some of its shares or share categories based on an analysis of the company's needs and strategic opportunities. The repurchase exceeds 10% of outstanding shares. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

| | |
|---|---|
| ISSUER Vodafone Group PLC (VOD) | MEETING DATE 2023-07-25 , |
| COUNTRY United Kingdom | RECORD DATE 2023-06-27 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES G93882135/ 92857W209 |

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442029

Genus Fossil Free CanGlobe Equity fund

856400

| ITEM | PROPOSAL | BOARD | POLICY |
|------|--|-------|--------|
| 01 | Accounts and Reports | ✓ | ✓ |
| 02 | Elect .Jean-François M. L. van Boxmeer | ✓ | ✓ |
| 03 | Elect Margherita Della Valle | ✓ | ✓ |
| 04 | Elect Stephen A. Carter | ✓ | ✗ |
| 05 | Elect Michel Demaré | ✓ | ✓ |
| 06 | Elect Delphine Ernotte Cunci | ✓ | ✓ |
| 07 | Elect Deborah L. Kerr | ✓ | ✓ |
| 08 | Elect Amparo Moraleda | ✓ | ✓ |
| 09 | Elect David T. Nish | ✓ | ✓ |
| 10 | Elect Kandimathie (Christine) Ramon | ✓ | ✓ |
| 11 | Elect Simon Segars | ✓ | ✓ |
| 12 | Final Dividend EUR 0.05 | ✓ | ✓ |
| 13 | Remuneration Policy | ✓ | ✗ |
| 14 | Remuneration Report | ✓ | ✗ |
| 15 | Appointment of Auditor | ✓ | ✓ |
| 16 | Authority to Set Auditor's Fees | ✓ | ✓ |
| 17 | Authority to Issue Shares w/ Preemptive Rights | ✓ | ✗ |

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

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. The auditing firm that reviewed them is independent. A vote in favour of the proposal was recorded.

Vote recorded

| ITEM 02 | BOARD | POLICY |
|--|-------|--------|
| Elect .Jean-François M. L. van Boxmeer | ✓ | ✓ |
| 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 03

Elect Margherita Della Valle

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. She is currently the chief executive officer of the firm. There is no reason to oppose this nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 04

Elect Stephen A. Carter

BOARD POLICY



Proposer : Board

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

Vote recorded

ITEM 05

Elect Michel Demaré

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 06

Elect Delphine Ernotte Cunci

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 first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 07

Elect Deborah L. Kerr

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 first-time nominee's election. A vote in favour of the candidate was recorded.

Vote recorded

ITEM 08

Elect Amparo Moraleda

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

BOARD POLICY

Elect David T. Nish



Proposer : Board

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

Vote recorded

ITEM 10

BOARD POLICY

Elect Kandimathie (Christine) Ramon



Proposer : Board

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

Vote recorded

ITEM 11

BOARD POLICY

Elect Simon Segars



Proposer : Board

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

Vote recorded

ITEM 12

BOARD POLICY

Final Dividend EUR 0.05



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 13

BOARD POLICY

Remuneration Policy



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 14

BOARD POLICY

Remuneration Report



Proposer : Board

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

Vote recorded

ITEM 15

BOARD POLICY

Appointment of Auditor

✓ ✓

Proposer : Board

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

Vote recorded

ITEM 16

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 17

Authority to Issue Shares w/ Preemptive 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. This issuance of special-purpose shares is greater than 50% of the shares. A vote against the proposal was recorded.

Vote recorded

ITEM 18

Authority to Issue Shares w/o Preemptive 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. This issuance is justified by adequately disclosed business reasons. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 19

BOARD POLICY

Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)



Proposer : Board

It is the responsibility of the Board to recommend the discontinuation of pre-emptive rights that apply to certain shares or share classes, based on an analysis of needs and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. This issuance is justified by adequately disclosed business reasons. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 20

BOARD POLICY

Authority to Repurchase Shares



Proposer : Board

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

Vote recorded

ITEM 21

BOARD POLICY

Authorisation of Political Donations



Proposer : Board

Charitable donations could promote executive's interest and not those of the company and other stakeholders. Companies should not influence the democratic process through financial contributions. A vote against the proposal was recorded.

Vote recorded

ITEM 22

Authority to Set General Meeting Notice Period at 14 Days

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.

Vote recorded

ITEM 23

Global Incentive Plan

BOARD POLICY



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

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PROXY SUMMARY

| | |
|------------------------------------|-------------------------------------|
| ISSUER VMware Inc. (VMW) | MEETING DATE 2023-07-13 , |
| COUNTRY United States | RECORD DATE 2023-05-15 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES 928563402 |

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442100

Genus Fossil Free Fund

9500

| ITEM | PROPOSAL | BOARD | POLICY |
|-------|--|-------|--------|
| 01.01 | Elect Anthony J. Bates | ✓ | ✓ |
| 01.02 | Elect Michael Dell | ✓ | ✗ |
| 01.03 | Elect Egon P. Durban | ✓ | ✗ |
| 02 | Advisory Vote on Executive Compensation | ✓ | ✗ |
| 03 | Frequency of Advisory Vote on Executive Compensation | 1 | 1 |
| 04 | Ratification of Auditor | ✓ | ✓ |

PROXY ANALYSIS

| ITEM 01.01 | BOARD | POLICY |
|-------------------------|-------|--------|
| Elect Anthony J. Bates | ✓ | ✓ |
| Proposer : Board | | |

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

Vote recorded

| ITEM 01.02 | BOARD | POLICY |
|-------------------------|-------|--------|
| Elect Michael Dell | ✓ | ✗ |
| Proposer : Board | | |

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with a principal shareholder. He is the CEO of Dell Technologies and sits on more than one board. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. He is the Chair of this company and sits on a total of more than two boards. The number of boards on which he sits is too high and could compromise his ability to adequately serve shareholder interest. A vote against the candidate was recorded.

Vote recorded

ITEM 01.03

Elect Egon P. Durban

BOARD POLICY



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with a principal shareholder. He is an external member of the Board and sits on more than a total of five boards. The total number of boards on which the nominee serves is too high and could compromise his ability to serve shareholder interests adequately. A vote against the candidate was recorded.

Vote recorded

ITEM 02

Advisory Vote on Executive Compensation

BOARD POLICY



Proposer : Board

A complete analysis of the compensation plan shows that it does not meet all of the policy criteria. This company uses total shareholder return (TSR) as a measure of executive performance in its incentive compensation plans. TSR is readily increased by repurchasing shares. Thus, this authorization could artificially inflate the company's total shareholder return and give executives an unearned bonus. Stock appreciation rights are included in the plan. This type of grant is akin to phantom stock. Management's interests are not aligned with those of shareholders because the risk of holding shares is not real. A vote against the proposal was recorded.

Vote recorded

ITEM 03

BOARD POLICY

Frequency of Advisory Vote on Executive Compensation

1

1

Proposer : Board

The proposal aims to set, in a non-restrictive manner, the frequency that shareholder will have the opportunity to approve an executive compensation program. It is relevant to allow shareholders a yearly opportunity to voice their concerns. A yearly frequency is in the shareholders' interest and has been selected.

Vote recorded

ITEM 04

BOARD

POLICY

Ratification of Auditor

✓

✓

Proposer : Board

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

Vote recorded

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PROXY SUMMARY

| | |
|---|-------------------------------------|
| ISSUER Liberty Global PLC (LBTYA) | MEETING DATE 2023-07-13 , |
| COUNTRY United Kingdom | RECORD DATE 2023-06-05 |
| MEETING LOCATION | |
| MEETING TYPE Special | SECURITIES G5480U104 |

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442029

Genus Fossil Free CanGlobe Equity fund

57600

| ITEM | PROPOSAL | BOARD | POLICY |
|------|--|-------|--------|
| 01 | Approval threshold in the New Liberty Bye-laws in connection with the variation of class rights. | ✓ | ✓ |
| 02 | Approval threshold for certain business combinations with unrelated parties and subjecting certain mergers proposed by related parties of New Liberty to enhanced shareholder approval requirements. | ✓ | ✓ |
| 03 | To approve the adjournment of the meeting in order to obtain additional proxies, if the company doesn't obtain enough votes in favour of the proposals #01 and #02. | ✓ | ✗ |

PROXY ANALYSIS

| ITEM 01 | BOARD | POLICY |
|--|-------|--------|
| Approval threshold in the New Liberty Bye-laws in connection with the variation of class rights. | ✓ | ✓ |
| Proposer : Board | | |

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

Vote recorded

| ITEM 02 | BOARD | POLICY |
|--|-------|--------|
| Approval threshold for certain business combinations with unrelated parties and subjecting certain mergers proposed by related parties of New Liberty to enhanced shareholder approval requirements. | ✓ | ✓ |
| Proposer : Board | | |

This proposal sets the threshold, at a 75% favorable vote, for voting in favour of a sale, lease or swap of company assets. This proposal does not have a detrimental impact on shareholder interests. A vote in favour of the proposal was recorded.

Vote recorded

| ITEM 03 | BOARD | POLICY |
|---|-------|--------|
| To approve the adjournment of the meeting in order to obtain additional proxies, if the company doesn't obtain enough votes in favour of the proposals #01 and #02. | ✓ | ✗ |

Proposer : Board

This proposal does not respect the deadlines or the transparency requirements with regard to the matters to be submitted to a shareholder vote. A vote against the proposal was recorded.

Vote recorded

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PROXY SUMMARY

| | |
|---|-------------------------------------|
| ISSUER Liberty Global PLC (LBTYA) | MEETING DATE 2023-07-13 , |
| COUNTRY United Kingdom | RECORD DATE 2023-06-05 |
| MEETING LOCATION | |
| MEETING TYPE Court | SECURITIES G5480U104 |

POLICY: Share - Genus

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442029

Genus Fossil Free CanGlobe Equity fund

64200

| ITEM | PROPOSAL | BOARD | POLICY |
|------|----------------------------|-------|--------|
| 01 | Reincorporation to Bermuda | ✓ | ✓ |
| 02 | Right to Adjourn Meeting | ✓ | ✗ |

PROXY ANALYSIS

| ITEM 01 | BOARD | POLICY |
|----------------------------|-------|--------|
| Reincorporation to Bermuda | ✓ | ✓ |
| Proposer : Board | | |

The company seeks shareholder approval to re-domicile the company to Bermuda. 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 |
|--------------------------|-------|--------|
| Right to Adjourn Meeting | ✓ | ✗ |
| Proposer : Board | | |

This proposal does not respect the deadlines or the transparency requirements with regard to the matters to be submitted to a shareholder vote. A vote against the proposal was recorded.

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PROXY SUMMARY

| | |
|--|-------------------------------------|
| ISSUER Industria de diseno Textil inditex SA (IDEXF) | MEETING DATE 2023-07-11 , |
| COUNTRY Spain | RECORD DATE 2023-07-06 |
| MEETING LOCATION | |
| MEETING TYPE Annual | SECURITIES E6282J109 |

POLICY: Share - Genus

| ACCOUNT NUMBER | ACCOUNT NAME | STOCK COUNT |
|----------------|--|-------------|
| 000442029 | Genus Fossil Free CanGlobe Equity fund | 34700 |
| 000442096 | Genus Pooled Funds - Fossil Free Dividend Fund - 000442096 | 44200 |

| ITEM | PROPOSAL | BOARD | POLICY |
|-------|--|-------|--------|
| 01.01 | Accounts and reports | ✓ | ✓ |
| 01.02 | Accounts and reports | ✓ | ✓ |
| 02 | Accounts and reports | ✓ | ✓ |
| 03 | Accounts and reports | ✓ | ✓ |
| 04 | Distribution of the year's income or loss and dividend distribution: final dividend of EUR 0.6 | ✓ | ✓ |
| 05.01 | Determining the size of the board of directors | ✓ | ✗ |
| 05.02 | Elect Amancio Ortega Gaona | ✓ | ✗ |
| 05.03 | Elect José Luis Durán Schulz | ✓ | ✓ |
| 06 | Directors' Remuneration Policy | ✓ | ✓ |
| 07 | Approval of a long-term incentive plan | ✓ | ✓ |
| 08 | Share buyback | ✓ | ✓ |
| 09 | Advisory vote on the 2022 Annual Report on Remuneration of Directors. | ✓ | ✓ |
| 10 | Granting of powers to implement resolutions | ✓ | ✓ |
| 11 | Reporting to shareholders at the Annual General Meeting on the amendments to the Board of Directors' Regulations | ✓ | ✓ |

PROXY ANALYSIS

| ITEM 01.01 | BOARD | POLICY |
|----------------------|-------|--------|
| Accounts and reports | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 01.02 | BOARD | POLICY |
|----------------------|-------|--------|
| Accounts and reports | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 02 | BOARD | POLICY |
|----------------------|-------|--------|
| Accounts and reports | ✓ | ✓ |

Proposer : Board

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

Vote recorded

| ITEM 03 | BOARD | POLICY |
|----------------------|-------|--------|
| Accounts and reports | ✓ | ✓ |

Proposer : Board

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

Vote recorded

ITEM 04

BOARD POLICY

Distribution of the year's income or loss and dividend distribution: final dividend of EUR 0.6



Proposer : Board

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

Vote recorded

ITEM 05.01

BOARD POLICY

Determining the size of the board of directors



Proposer : Board

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

Vote recorded

ITEM 05.02

BOARD POLICY

Elect Amancio Ortega Gaona



Proposer : Board

The nominees' independence was verified and it was found that less than the two-thirds of them are independent. Because board elections are staggered, this does not allow shareholders to express their opinion on each board member in a yearly vote. No key committee is exclusively made up of independent members. This nominee is not deemed independent according to the company. He has other significant types of economic relationships with one of the company's clients, suppliers or consultants. A vote against the candidate was recorded.

Vote recorded

| ITEM 05.03 | BOARD | POLICY |
|------------------------------|-------|--------|
| Elect José Luis Durán Schulz | ✓ | ✓ |
| Proposer : Board | | |

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

Vote recorded

| ITEM 06 | BOARD | POLICY |
|--------------------------------|-------|--------|
| Directors' Remuneration Policy | ✓ | ✓ |
| Proposer : Board | | |

A complete analysis of the compensation policy shows that it meets all of the policy criteria. A vote in favour of the proposal was recorded.

Vote recorded

| ITEM 07 | BOARD | POLICY |
|--|-------|--------|
| Approval of a long-term incentive plan | ✓ | ✓ |
| Proposer : Board | | |

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

Vote recorded

| ITEM 08 | BOARD | POLICY |
|---------|-------|--------|
|---------|-------|--------|

Share buyback



Proposer : Board

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

Vote recorded

ITEM 09

BOARD POLICY

Advisory vote on the 2022 Annual Report on Remuneration of Directors.



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 10

BOARD POLICY

Granting of powers to implement resolutions



Proposer : Board

This is a formality. A vote in favour of the proposal was recorded.

Vote recorded

ITEM 11

BOARD POLICY

Reporting to shareholders at the Annual General Meeting on the amendments to the Board of Directors' Regulations



Proposer : Board

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

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PROXY SUMMARY

| | |
|---|-------------------------------------|
| ISSUER Koninklijke Ahold Delhaize NV (AMS:AD) | MEETING DATE 2023-07-05 , |
| COUNTRY Netherlands | RECORD DATE 2023-06-07 |
| MEETING LOCATION | |
| MEETING TYPE Extraordinary | SECURITIES N0074E105 |

| ITEM | PROPOSAL | BOARD | POLICY |
|------|---|-------|--------|
| 02 | To appoint Jolanda Poots-Bijl as new member of the Management Board | ✓ | ✓ |

PROXY ANALYSIS

| ITEM 02 | BOARD | POLICY |
|---|-------|--------|
| To appoint Jolanda Poots-Bijl as new member of the Management Board | ✓ | ✓ |
| Proposer : Board | | |

The election of Executive Committee members is the responsibility of the Supervisory Board. A vote in favour of the proposal was recorded.

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