



GENUS Capital Management  
Fossil Free High Impact Equity Fund

Q3 2024

July 1st – September 30th

Proxy Voting Report

PROXY SUMMARY

<b>ISSUER</b> Berkeley Group Holdings PLC (LON:BKG)	<b>MEETING DATE</b> 2024-09-06 ,
<b>COUNTRY</b> United Kingdom	<b>RECORD DATE</b> 2024-09-04
<b>MEETING LOCATION</b>	
<b>MEETING TYPE</b> Annual	<b>SECURITIES</b> G1191G120

**POLICY: Share - Genus**

ACCOUNT NUMBER

ACCOUNT NAME

STOCK COUNT

000442100

Genus High Impact Equity Fund

70500

ITEM	PROPOSAL	BOARD	POLICY
01	Accounts and Reports	✓	✓
02	Remuneration Report	✓	✗
03	Elect Michael Dobson	✓	✓
04	Elect Rachel Downey	✓	✓
05	Elect Rob Perrins	✓	✓
06	Elect Richard J. Stearn	✓	✓
07	Elect Andy Kemp	✓	✓
08	Elect Natasha Adams	✓	✓
09	Elect William Jackson	✓	✓
10	Elect Elizabeth Adekunle	✓	✓
11	Elect Sarah Sands	✓	✓
12	Appointment of Auditor	✓	✓
13	Authority to Set Auditor's Fees	✓	✓
14	Authority to Issue Shares w/ Preemptive Rights	✓	✗
15	Authority to Issue Shares w/o Preemptive Rights	✓	✓
16	Authority to Issue Shares w/o Preemptive Rights (Specified Capital Investment)	✓	✓
17	Authority to Repurchase Shares	✓	✓

18	Authorisation of Political Donations	✓	✗
19	Authority to Set General Meeting Notice Period at 14 Days	✓	✗
20	Special Dividend and Share Consolidation	✓	✓

## PROXY ANALYSIS

ITEM 01	BOARD	POLICY
Accounts and Reports	✓	✓
<b>Proposer : Board</b>		

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

**Vote recorded**

ITEM 02	BOARD	POLICY
Remuneration Report	✓	✗
<b>Proposer : Board</b>		

A complete analysis of the compensation report shows that it does not meet all of the policy criteria. The compensation plan includes awards of nil-cost options. This practice is not consistent with the policy. A vote against the proposal was recorded.

**Vote recorded**

ITEM 03	BOARD	POLICY
Elect Michael Dobson	✓	✓
<b>Proposer : Board</b>		

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.

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Vote recorded

ITEM 04

Elect Rachel Downey

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 05

Elect Rob Perrins

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 06

Elect Richard J. Stearn

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 07

Elect Andy Kemp

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 08

Elect Natasha Adams

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 09

Elect William Jackson

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 10

Elect Elizabeth Adekunle

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 11

Elect Sarah Sands

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 12

Appointment of Auditor

BOARD POLICY



Proposer : Board

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

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Vote recorded

ITEM 13

BOARD POLICY

Authority to Set Auditor's Fees



Proposer : Board

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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.

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Vote recorded

ITEM 14

BOARD POLICY

Authority to Issue Shares w/ Preemptive Rights



Proposer : Board

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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.

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Vote recorded

ITEM 15

BOARD POLICY

Authority to Issue Shares w/o Preemptive Rights



Proposer : Board

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It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. Please note!

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

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Vote recorded

ITEM 16

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

BOARD POLICY



Proposer : Board

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It is the Board's responsibility to make recommendations on the issuance of specific shares or categories of shares, based on a needs analysis and strategic opportunities. The capital issue is acceptable given that it doesn't represent more than 20% of outstanding shares and has a specific timeframe. Please note! Because shareholder won't have pre-emptive rights, their rights will be diluted. A vote in favour of the proposal was recorded.

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Vote recorded

ITEM 17

Authority to Repurchase Shares

BOARD POLICY



Proposer : Board

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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.

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Vote recorded

ITEM 18

Authorisation of Political Donations

BOARD POLICY



Proposer : Board

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Charitable donations could promote executive's interest and not those of the company and other stakeholders. Companies should not influence the democratic process through financial contributions. These donations also mean that less funding is available to develop company projects. A vote against the proposal was recorded.

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Vote recorded

ITEM 19

Authority to Set General Meeting Notice Period at 14 Days

BOARD POLICY



Proposer : Board

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

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Vote recorded

ITEM 20

Special Dividend and Share Consolidation

BOARD POLICY



Proposer : Board

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The distribution of a surplus dividend is in the interest of shareholders. A vote in favour of the proposal was recorded.

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Vote recorded

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