

VOTE SUMMARY REPORT

REPORTING PERIOD: 07/01/2023 to 06/30/2024

Ryman Healthcare Limited

Meeting Date: 07/27/2023

Country: New Zealand

Ticker: RYM

Record Date: 07/25/2023

Meeting Type: Annual

Primary Security ID: Q8203F106

Shares Voted: 1,972,135

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For	For
2	Elect Dean Hamilton as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Item 2 A qualified vote FOR the election Dean Hamilton is warranted. He is an independent non-executive director, and his presence supports the continued composition of a majority independent board structure. The qualification is to highlight that he is the board chair and chairman of the Governance, Nominations and Remuneration Committee and the company failed to meet the NZX Code requirement to lodge its notice of meeting at least 20 working days prior to the AGM. This matter represents inconsistency with a majority of NZX-listed entities and inconsistent with shareholders' corporate governance expectations. Items 3 to 5 A vote FOR the re-election of James Miller, Paula Jeffs, and Claire Higgins is warranted. Their presence supports the continued composition of a majority independent board structure, and no material corporate governance issues have been identified concerning these nominees in respect of board and committee composition.</i></p>					
3	Elect James Miller as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Item 2 A qualified vote FOR the election Dean Hamilton is warranted. He is an independent non-executive director, and his presence supports the continued composition of a majority independent board structure. The qualification is to highlight that he is the board chair and chairman of the Governance, Nominations and Remuneration Committee and the company failed to meet the NZX Code requirement to lodge its notice of meeting at least 20 working days prior to the AGM. This matter represents inconsistency with a majority of NZX-listed entities and inconsistent with shareholders' corporate governance expectations. Items 3 to 5 A vote FOR the re-election of James Miller, Paula Jeffs, and Claire Higgins is warranted. Their presence supports the continued composition of a majority independent board structure, and no material corporate governance issues have been identified concerning these nominees in respect of board and committee composition.</i></p>					
4	Elect Paula Jeffs as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Item 2 A qualified vote FOR the election Dean Hamilton is warranted. He is an independent non-executive director, and his presence supports the continued composition of a majority independent board structure. The qualification is to highlight that he is the board chair and chairman of the Governance, Nominations and Remuneration Committee and the company failed to meet the NZX Code requirement to lodge its notice of meeting at least 20 working days prior to the AGM. This matter represents inconsistency with a majority of NZX-listed entities and inconsistent with shareholders' corporate governance expectations. Items 3 to 5 A vote FOR the re-election of James Miller, Paula Jeffs, and Claire Higgins is warranted. Their presence supports the continued composition of a majority independent board structure, and no material corporate governance issues have been identified concerning these nominees in respect of board and committee composition.</i></p>					
5	Elect Claire Higgins as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Item 2 A qualified vote FOR the election Dean Hamilton is warranted. He is an independent non-executive director, and his presence supports the continued composition of a majority independent board structure. The qualification is to highlight that he is the board chair and chairman of the Governance, Nominations and Remuneration Committee and the company failed to meet the NZX Code requirement to lodge its notice of meeting at least 20 working days prior to the AGM. This matter represents inconsistency with a majority of NZX-listed entities and inconsistent with shareholders' corporate governance expectations. Items 3 to 5 A vote FOR the re-election of James Miller, Paula Jeffs, and Claire Higgins is warranted. Their presence supports the continued composition of a majority independent board structure, and no material corporate governance issues have been identified concerning these nominees in respect of board and committee composition.</i></p>					

Southern Cross Payments Ltd. (Australia)

Meeting Date: 08/31/2023

Country: Australia

Ticker: SP1

Record Date: 08/29/2023

Meeting Type: Annual

Primary Security ID: Q4976K125

Shares Voted: 154,903

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Timothy Hart as Director	Mgmt	For	Refer	For
	<i>Voting Policy Rationale: Southern Cross Payments Ltd, the renamed iSignthis, officially delisted from the ASX on Nov. 4, 2022. As a matter of policy, ISS does not provide vote recommendation and analysis in relation to an unlisted company's meeting.</i>				
2	Elect Todd Richards as Director	Mgmt	For	Refer	For
	<i>Voting Policy Rationale: Southern Cross Payments Ltd, the renamed iSignthis, officially delisted from the ASX on Nov. 4, 2022. As a matter of policy, ISS does not provide vote recommendation and analysis in relation to an unlisted company's meeting.</i>				
3	Approve the Amendments to the Company's Constitution	Mgmt	For	Refer	For
	<i>Voting Policy Rationale: Southern Cross Payments Ltd, the renamed iSignthis, officially delisted from the ASX on Nov. 4, 2022. As a matter of policy, ISS does not provide vote recommendation and analysis in relation to an unlisted company's meeting.</i>				

Patriot Battery Metals Inc.

Meeting Date: 09/19/2023

Country: Canada

Ticker: PMET

Record Date: 08/11/2023

Meeting Type: Annual/Special

Primary Security ID: 70337R107

Shares Voted: 3,930,839

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for CDI Holders	Mgmt			
1a	Elect Director Kenneth Brinsden	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1b	Elect Director D. Blair Way	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1c	Elect Director Brian Jennings	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1d	Elect Director Melissa Desrochers	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1e	Elect Director Pierre Boivin	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
2	Ratify Manning Elliott LLP as Auditors	Mgmt	For	For	For

Patriot Battery Metals Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Amend Omnibus Equity Incentive Plan	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: While the potential dilution (10 percent) is acceptable, vote AGAINST this omnibus plan as the average burn rate (9 percent) is deemed excessive for a Venture-listed issuer.</i></p>					
4	Ratify Previous Issuance of Flow-Through Shares to Various Sophisticated and Professional Investors	Mgmt	For	For	For
5	Ratify Previous Issuance of Strategic Placement Shares to Albemarle Corporation	Mgmt	For	For	For

Impedimed Limited

Meeting Date: 09/28/2023 **Country:** Australia **Ticker:** IPD
Record Date: 09/26/2023 **Meeting Type:** Special
Primary Security ID: Q48619102

Shares Voted: 27,490,795

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Remove Donald Allen Williams as Director	SH	Against	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST all resolutions is warranted because the Requisitioning Shareholders have failed to provide: * A compelling argument for the proposed removal of the incumbent directors; and * A detailed plan on how the Requisitioning Shareholders would pursue any of the strategies currently underway, mitigate potential risks, or propose an alternative strategic direction for the company.</i></p>					
2	Remove Amit Patel as Director	SH	Against	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST all resolutions is warranted because the Requisitioning Shareholders have failed to provide: * A compelling argument for the proposed removal of the incumbent directors; and * A detailed plan on how the Requisitioning Shareholders would pursue any of the strategies currently underway, mitigate potential risks, or propose an alternative strategic direction for the company.</i></p>					
3	Remove David Anderson as Director	SH	Against	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST all resolutions is warranted because the Requisitioning Shareholders have failed to provide: * A compelling argument for the proposed removal of the incumbent directors; and * A detailed plan on how the Requisitioning Shareholders would pursue any of the strategies currently underway, mitigate potential risks, or propose an alternative strategic direction for the company.</i></p>					
4	Remove Daniel Howard Sharp as Director	SH	Against	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST all resolutions is warranted because the Requisitioning Shareholders have failed to provide: * A compelling argument for the proposed removal of the incumbent directors; and * A detailed plan on how the Requisitioning Shareholders would pursue any of the strategies currently underway, mitigate potential risks, or propose an alternative strategic direction for the company.</i></p>					
5	Elect McGregor Grant as Director	SH	Against	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST all resolutions is warranted because the Requisitioning Shareholders have failed to provide: * A compelling argument for the proposed removal of the incumbent directors; and * A detailed plan on how the Requisitioning Shareholders would pursue any of the strategies currently underway, mitigate potential risks, or propose an alternative strategic direction for the company.</i></p>					

Impedimed Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Elect Christine Emmanuel-Donnelly as Director	SH	Against	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST all resolutions is warranted because the Requisitioning Shareholders have failed to provide: * A compelling argument for the proposed removal of the incumbent directors; and * A detailed plan on how the Requisitioning Shareholders would pursue any of the strategies currently underway, mitigate potential risks, or propose an alternative strategic direction for the company.</i></p>					
7	Elect Andrew Grant as Director	SH	Against	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST all resolutions is warranted because the Requisitioning Shareholders have failed to provide: * A compelling argument for the proposed removal of the incumbent directors; and * A detailed plan on how the Requisitioning Shareholders would pursue any of the strategies currently underway, mitigate potential risks, or propose an alternative strategic direction for the company.</i></p>					
8	Elect Janelle Delaney as Director	SH	Against	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST all resolutions is warranted because the Requisitioning Shareholders have failed to provide: * A compelling argument for the proposed removal of the incumbent directors; and * A detailed plan on how the Requisitioning Shareholders would pursue any of the strategies currently underway, mitigate potential risks, or propose an alternative strategic direction for the company.</i></p>					

Auckland International Airport Limited

Meeting Date: 10/17/2023 **Country:** New Zealand **Ticker:** AIA
Record Date: 10/15/2023 **Meeting Type:** Annual
Primary Security ID: Q06213146

Shares Voted: 1,847,731

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Julia Hoare as Director	Mgmt	For	For	For
2	Authorize Board to Fix Remuneration of the Auditors	Mgmt	For	For	For

IDP Education Limited

Meeting Date: 10/17/2023 **Country:** Australia **Ticker:** IEL
Record Date: 10/15/2023 **Meeting Type:** Annual
Primary Security ID: Q48215109

Shares Voted: 401,683

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2a	Elect Ariane Barker as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of Ariane Barker (Item 2a) and the election of former CEO Andrew Barkla (Item 2b) is warranted as no material issues have been identified regarding board and committee composition resulting from their nomination. Barkla is classified as a non-independent director, however, the board remains majority independent.</i></p>					

IDP Education Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2b	Elect Andrew Barkla as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of Ariane Barker (Item 2a) and the election of former CEO Andrew Barkla (Item 2b) is warranted as no material issues have been identified regarding board and committee composition resulting from their nomination. Barkla is classified as a non-independent director, however, the board remains majority independent.</i></p>					
3	Approve Remuneration Report	Mgmt	For	For	For
4	Approve Grant of Performance Rights to Tennealle O'Shannessy	Mgmt	For	For	For

ARB Corporation Limited

Meeting Date: 10/19/2023 **Country:** Australia **Ticker:** ARB
Record Date: 10/17/2023 **Meeting Type:** Annual
Primary Security ID: Q0463W135

Shares Voted: 426,189

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Andrew Stott as Director	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST the re-election of Andrew Stott (Item 2) is warranted as he is classified as a non-independent director under ISS policy given his substantial tenure on the board, and he serves on a board which is not majority independent.</i></p>					
3	Appoint Deloitte Touche Tohmatsu as Auditor of the Company	Mgmt	For	For	For

Audinate Group Limited

Meeting Date: 10/24/2023 **Country:** Australia **Ticker:** AD8
Record Date: 10/22/2023 **Meeting Type:** Annual
Primary Security ID: Q0646U105

Shares Voted: 782,735

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Amrita Blickstead as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the election of independent non-executive director Amrita Blickstead (Item 1) and the re-election of independent non-executive directors David Krall (Item 2) and Alison Ledger (Item 3) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
2	Elect David Krall as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the election of independent non-executive director Amrita Blickstead (Item 1) and the re-election of independent non-executive directors David Krall (Item 2) and Alison Ledger (Item 3) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					

Audinate Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Elect Alison Ledger as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the election of independent non-executive director Amrita Blickstead (Item 1) and the re-election of independent non-executive directors David Krall (Item 2) and Alison Ledger (Item 3) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
4	Approve Remuneration Report	Mgmt	For	For	For
5	Approve Issuance of Securities Under the Audinate Long-Term Incentive Plan	Mgmt	None	For	For
6	Approve Issuance of Performance Rights to Aidan Williams	Mgmt	For	For	For
7	Appoint Ernst & Young as Auditor of the Company	Mgmt	For	For	For

Corporate Travel Management Limited

Meeting Date: 10/25/2023 **Country:** Australia **Ticker:** CTD
Record Date: 10/23/2023 **Meeting Type:** Annual
Primary Security ID: Q2909K105

Shares Voted: 356,774

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	For	For
2a	Elect Jonathan (Jon) Brett as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent director Jonathan (Jon) Brett (Item 2a) is warranted as no material concerns have been identified regarding board and committee composition resulting from his nomination. A vote FOR the re-election of Laura Ruffles (Item 2b) is warranted because, whilst she is an executive director, the board is majority independent (being 67-percent independent) and the key board committees are entirely independent.</i></p>					
2b	Elect Laura Ruffles as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent director Jonathan (Jon) Brett (Item 2a) is warranted as no material concerns have been identified regarding board and committee composition resulting from his nomination. A vote FOR the re-election of Laura Ruffles (Item 2b) is warranted because, whilst she is an executive director, the board is majority independent (being 67-percent independent) and the key board committees are entirely independent.</i></p>					
3	Approve Omnibus Incentive Plan	Mgmt	None	For	For
4	Approve Grant of Performance Rights to Laura Ruffles	Mgmt	For	For	For
5	Approve Contingent Spill Resolution	Mgmt	None	Against	Against

Reece Limited

Meeting Date: 10/26/2023 **Country:** Australia **Ticker:** REH
Record Date: 10/24/2023 **Meeting Type:** Annual
Primary Security ID: Q80528138

Reece Limited

Shares Voted: 526,359

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For	For
3	Elect Leslie Alan Wilson as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A qualified vote FOR the re-election of Leslie Alan Wilson is warranted. He is one of the four directors on the board that represents the interests of the Wilson Family, a major shareholder of the company. The Wilson Family has representation on the Board of 66 percent i.e. four out of six board seats, which compared with the Wilson Family's combined shareholding of 56 percent of the company's share capital. The qualification is on the basis that Leslie Alan Wilson serves as a non-independent director on a board that is not majority independent (at only 33 percent independent). A vote FOR the re-election of independent director, Megan Quinn is warranted. She is the only female representative on the board, which at 17 percent is below the ASX Corporate Governance Council guidelines for at least 30 percent of each gender represented on the board.</i></p>					
4	Elect Megan Quinn as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A qualified vote FOR the re-election of Leslie Alan Wilson is warranted. He is one of the four directors on the board that represents the interests of the Wilson Family, a major shareholder of the company. The Wilson Family has representation on the Board of 66 percent i.e. four out of six board seats, which compared with the Wilson Family's combined shareholding of 56 percent of the company's share capital. The qualification is on the basis that Leslie Alan Wilson serves as a non-independent director on a board that is not majority independent (at only 33 percent independent). A vote FOR the re-election of independent director, Megan Quinn is warranted. She is the only female representative on the board, which at 17 percent is below the ASX Corporate Governance Council guidelines for at least 30 percent of each gender represented on the board.</i></p>					
5	Approve Grant of Performance Rights to Peter Wilson	Mgmt	For	For	For

Whitehaven Coal Limited

Meeting Date: 10/26/2023

Country: Australia

Ticker: WHC

Record Date: 10/24/2023

Meeting Type: Annual

Primary Security ID: Q97664108

Shares Voted: 1,722,456

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. * Upward discretion was exercised by the board to determine threshold performance for certain performance measures when the threshold hurdle was not achieved. * Substantial increases to the fixed remuneration of the executives and the board fees of non-executive directors, which are well above the average wage growth in Australia and has brought their remuneration to well above peers. * The long-term component of the new incentive plan has incorporated an excessive component of 50 percent weighted to poorly disclosed non-financial performance measures associated with "strategy". The use of poorly disclosed non-financial performance measures for a large portion of a bonus plan increases the upfront risk for excessive board discretion and misalignment of bonuses with performance and shareholder returns.</i></p>					

Whitehaven Coal Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Grant of Single Incentive Plan (SIP) Awards to Paul Flynn	Mgmt	For	Against	Against
	<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The deferred rights and performance rights were determined following assessment of the FY23 performance under the company's new combined incentive plan. * The recommendation is based primarily on the basis that the long-term component of the plan is inconsistent with better market practice and many other large mining and resources industry companies, and the expectations and interests of many shareholders. * Shareholders may be concerned for a heightened risk of excessive board discretion in determining bonuses against the non-financial strategy hurdles and future misalignment with shareholder interests. * Added concerns are raised that in determining the number of deferred rights and performance rights to be granted under this resolution, the board exercised upward discretion to award bonuses in assessing certain FY23 performance measures which were not achieved up to threshold. * There is provision for a dividend equivalent payment, which is inconsistent with the expectations of many shareholders and better market practice.</i></p>				
3	Elect Raymond Zage as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR the election/re-election of Raymond Zage, Nicole Brook and Tony Mason is warranted. No material issues have been identified regarding their nominations in respect of board and committee composition, nor any wider corporate governance concerns. A qualified vote FOR the election of Wallis Graham is warranted as she is classified as an independent director on a majority independent board. The recommendation is qualified to raise concerns for problematic pay practices and incentive structures as identified under Items 1 and 2 above. She is chair of the Remuneration Committee.</i></p>				
4	Elect Nicole Brook as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR the election/re-election of Raymond Zage, Nicole Brook and Tony Mason is warranted. No material issues have been identified regarding their nominations in respect of board and committee composition, nor any wider corporate governance concerns. A qualified vote FOR the election of Wallis Graham is warranted as she is classified as an independent director on a majority independent board. The recommendation is qualified to raise concerns for problematic pay practices and incentive structures as identified under Items 1 and 2 above. She is chair of the Remuneration Committee.</i></p>				
5	Elect Wallis Graham as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR the election/re-election of Raymond Zage, Nicole Brook and Tony Mason is warranted. No material issues have been identified regarding their nominations in respect of board and committee composition, nor any wider corporate governance concerns. A qualified vote FOR the election of Wallis Graham is warranted as she is classified as an independent director on a majority independent board. The recommendation is qualified to raise concerns for problematic pay practices and incentive structures as identified under Items 1 and 2 above. She is chair of the Remuneration Committee.</i></p>				
6	Elect Tony Mason as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR the election/re-election of Raymond Zage, Nicole Brook and Tony Mason is warranted. No material issues have been identified regarding their nominations in respect of board and committee composition, nor any wider corporate governance concerns. A qualified vote FOR the election of Wallis Graham is warranted as she is classified as an independent director on a majority independent board. The recommendation is qualified to raise concerns for problematic pay practices and incentive structures as identified under Items 1 and 2 above. She is chair of the Remuneration Committee.</i></p>				
7	Approve Renewal of On-Market Share Buy-Back Authority	Mgmt	For	For	For
8	Approve the Amendments to the Company's Constitution	SH	Against	Against	Against
9	Approve Capital Protection	SH	Against	Against	Against

PWR Holdings Limited

Meeting Date: 10/27/2023

Country: Australia

Ticker: PWH

Record Date: 10/25/2023

Meeting Type: Annual

Primary Security ID: Q77903104

PWR Holdings Limited

Shares Voted: 938,839

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Kym Osley as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the election of independent non-executive directors Kym Osley (Item 2) and Amanda Holt (Item 3) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
3	Elect Amanda Holt as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the election of independent non-executive directors Kym Osley (Item 2) and Amanda Holt (Item 3) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
4	Approve Grant of Performance Rights to Kees Weel	Mgmt	For	For	For

Domino's Pizza Enterprises Limited

Meeting Date: 11/01/2023

Country: Australia

Ticker: DMP

Record Date: 10/30/2023

Meeting Type: Annual

Primary Security ID: Q32503106

Shares Voted: 251,724

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	For	For
2	Elect Grant Bryce Bourke as Director	Mgmt	For	Against	For
<p><i>Voting Policy Rationale: A vote AGAINST the re-election of Grant Bourke is warranted. Concerns exist that the board is not majority independent at 50 percent, and Mr Bourke has excessive tenure on the board and is classified as a non-independent director.</i></p>					
3	Approve Grant of a Right to Don Meij in Respect of the FY24 STI	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Item 3 A qualified vote FOR the grant of the FY24 STI right to CEO Don Meij is warranted. This represents an advance approval of the equity portion of the FY24 STI at maximum, before the completion of the financial year in questions. This is not well aligned with better market practice, and disclosure is unclear of further deferral of the FY24 STI bonus beyond the end of the financial year. Item 4 A vote FOR the grant of performance rights under the FY24 LTI Plan is warranted. As in prior year grants, the LTI bonus is predominantly based on EPS growth targets which appear sufficiently aligned with improved shareholder interests. Some concerns are noted for: * The quantum of the CEO's maximum LTI opportunity remains excessive relative to peer medians; * Awards are not subject to any relative financial metric; and, * New store annual growth rate performance objectives for been lowered for FY24 awards.</i></p>					

Domino's Pizza Enterprises Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Grant of Performance Rights to Don Meij in Respect of the FY24 LTI	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Item 3 A qualified vote FOR the grant of the FY24 STI right to CEO Don Meij is warranted. This represents an advance approval of the equity portion of the FY24 STI at maximum, before the completion of the financial year in questions. This is not well aligned with better market practice, and disclosure is unclear of further deferral of the FY24 STI bonus beyond the end of the financial year. Item 4 A vote FOR the grant of performance rights under the FY24 LTI Plan is warranted. As in prior year grants, the LTI bonus is predominantly based on EPS growth targets which appear sufficiently aligned with improved shareholder interests. Some concerns are noted for: * The quantum of the CEO's maximum LTI opportunity remains excessive relative to peer medians; * Awards are not subject to any relative financial metric; and, * New store annual growth rate performance objectives for been lowered for FY24 awards.</i></p>					

AUB Group Limited

Meeting Date: 11/02/2023 **Country:** Australia **Ticker:** AUB
Record Date: 10/31/2023 **Meeting Type:** Annual
Primary Security ID: Q0647P113

Shares Voted: 344,470

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Richard Deutsch as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the election of Richard Deutsch and Andrew Kendrick is warranted. No material issues have been identified regarding these director nominees in respect of board and committee composition.</i></p>					
3	Elect Andrew Kendrick as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the election of Richard Deutsch and Andrew Kendrick is warranted. No material issues have been identified regarding these director nominees in respect of board and committee composition.</i></p>					
4	Approve Issuance of Performance Share Rights to Michael Emmett	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST the grant of performance share rights for the CEO Michael Emmett is warranted. The structure of the grant has remained broadly unchanged from the prior year's grant which was approved by shareholders at the EGM in March 2023, with relative TSR, EPS growth with a range of 7-12 percent and ROIC targets with an 11-12 percent range. Concerns are raised for the substantial increase in the FY24 LTI grant to the CEO. * There are no disclosed increases in the rigour of performance hurdles which could be expected to accompany and 87 percent increase in the LTI. * The ROIC performance range of 11 to 12 percent appears overly narrow and lacks rigor when compared with recent years' reported ROIC. * Continued absence of a positive TSR gateway. * There is provision for dividends on unvested shares. * The three-year performance period is now inadequate when compared to other companies in the ASX200.</i></p>					
5	Ratify Past Issuance of Institutional Placement Shares to Institutional Investors	Mgmt	For	For	For
6	Approve Renewal of Proportional Takeover Approval Provisions	Mgmt	For	For	For

PSC Insurance Group Limited

Meeting Date: 11/06/2023

Country: Australia

Ticker: PSI

Record Date: 10/04/2023

Meeting Type: Annual

Primary Security ID: Q7786V108

Shares Voted: 1,746,087

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Brian Austin as Director	Mgmt	For	Against	For
<p><i>Voter Rationale: This is a founder led and managed company, an important trait of its success. We are supportive of the founders continuing to be represented on the board and support their re-election.</i></p> <p><i>Voting Policy Rationale: Item 2 A vote AGAINST the reelection of Brian Austin is warranted as his presence contributes to the board being not majority independent. He is a significant shareholder with only 9.07 percent ownership stake in the company. Item 3 A vote AGAINST the reelection of John Dwyer is warranted because he is one of four executive directors on a board that is not majority independent. Australian governance standards do not support multiple executives on a non-majority independent board.</i></p>					
3	Elect John Dwyer as Director	Mgmt	For	Against	For
<p><i>Voter Rationale: This is a founder led and managed company, an important trait of its success. We are supportive of the founders continuing to be represented on the board and support their re-election.</i></p> <p><i>Voting Policy Rationale: Item 2 A vote AGAINST the reelection of Brian Austin is warranted as his presence contributes to the board being not majority independent. He is a significant shareholder with only 9.07 percent ownership stake in the company. Item 3 A vote AGAINST the reelection of John Dwyer is warranted because he is one of four executive directors on a board that is not majority independent. Australian governance standards do not support multiple executives on a non-majority independent board.</i></p>					
4	Approve Increase in Non-Executive Directors' Fee Pool	Mgmt	For	Against	For
<p><i>Voter Rationale: The requested total quantum of the board remuneration pool is modest as is the actual current level of remuneration of directors so we are happy to support this resolution</i></p> <p><i>Voting Policy Rationale: A vote AGAINST the increase in the directors' fee pool is warranted. There is sufficient room under the current fee cap to accommodate the any proposed increase in NED fees and appointment of additional director. The company has not provided sufficient compelling rationale in justifying the substantial level of increase in the directors' remuneration pool.</i></p>					

NIB Holdings Limited

Meeting Date: 11/10/2023

Country: Australia

Ticker: NHF

Record Date: 11/08/2023

Meeting Type: Annual

Primary Security ID: Q67889107

Shares Voted: 1,303,245

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For	For
3	Elect Brad Welsh as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the election of new nominees, Brad Welsh and Jill Watts, and re-election of Chairman, David Gordon is warranted as no material issues have been identified regarding their nominations. Qualified support FOR the re-election of Anne Loveridge is warranted given concerns for her non-independence and her role as chair of the audit committee, given that she was a former partner and deputy chair at PwC, the company's audit firm and continues to receive retirement benefits from that firm.</i></p>					

NIB Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Elect Jill Watts as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of new nominees, Brad Welsh and Jill Watts, and re-election of Chairman, David Gordon is warranted as no material issues have been identified regarding their nominations. Qualified support FOR the re-election of Anne Loveridge is warranted given concerns for her non-independence and her role as chair of the audit committee, given that she was a former partner and deputy chair at PwC, the company's audit firm and continues to receive retirement benefits from that firm.</i>				
5	Elect David Gordon as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of new nominees, Brad Welsh and Jill Watts, and re-election of Chairman, David Gordon is warranted as no material issues have been identified regarding their nominations. Qualified support FOR the re-election of Anne Loveridge is warranted given concerns for her non-independence and her role as chair of the audit committee, given that she was a former partner and deputy chair at PwC, the company's audit firm and continues to receive retirement benefits from that firm.</i>				
6	Elect Anne Loveridge AM as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of new nominees, Brad Welsh and Jill Watts, and re-election of Chairman, David Gordon is warranted as no material issues have been identified regarding their nominations. Qualified support FOR the re-election of Anne Loveridge is warranted given concerns for her non-independence and her role as chair of the audit committee, given that she was a former partner and deputy chair at PwC, the company's audit firm and continues to receive retirement benefits from that firm.</i>				
7	Approve Participation of Mark Fitzgibbon in Long-Term Incentive Plan	Mgmt	For	For	For

Lifestyle Communities Ltd.

Meeting Date: 11/14/2023 **Country:** Australia **Ticker:** LIC
Record Date: 11/12/2023 **Meeting Type:** Annual
Primary Security ID: Q5557L143

Shares Voted: 827,122

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Mark Blackburn as Director	Mgmt	For	For	For
3	Approve Re-insertion of Proportional Takeover Approval Provisions	Mgmt	For	For	For

IPH Limited

Meeting Date: 11/15/2023 **Country:** Australia **Ticker:** IPH
Record Date: 11/13/2023 **Meeting Type:** Annual
Primary Security ID: Q496B9100

Shares Voted: 401,018

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Elect David Wiadrowski as Director	Mgmt	For	For	For
4a	Ratify Past Issuance of S&B Earn Out Shares to Smart & Biggar Vendors	Mgmt	For	For	For
4b	Ratify Past Issuance of AM Earn Out Shares to Applied Marks Vendors	Mgmt	For	For	For
4c	Ratify Past Issuance of Consideration Shares to Ridout & Maybee Vendors	Mgmt	For	For	For
5	Approve Grant of Performance Rights to Andrew Blattman	Mgmt	For	For	For
6	Approve the Remuneration Report	Mgmt	For	For	For

Paladin Energy Ltd

Meeting Date: 11/15/2023

Country: Australia

Ticker: PDN

Record Date: 11/13/2023

Meeting Type: Annual

Primary Security ID: Q7264T104

Shares Voted: 12,335,008

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted given that the company has granted its executive KMP retention rights that are not subject to any performance conditions and will vest after nine or 15 months. This is inconsistent with better market practice as many investors expect LTIs to be based on pre-determined performance conditions with a vesting period of at least three years. Concerns are exacerbated given that the company did not provide a breakdown of how many retention rights were granted to each executive KMP. The company also granted a new executive commence performance rights, which will vest after two years and may be considered overly short by some investors.</i></p>					
2	Elect Cliff Lawrenson as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Cliff Lawrence (Item 2) and the election of independent non-executive directors Jon Hronsky (Item 3) and Lesley Adams (Item 4) is warranted as there are no material concerns regarding board and committee composition resulting from their nomination.</i></p>					
3	Elect Jon Hronsky as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Cliff Lawrence (Item 2) and the election of independent non-executive directors Jon Hronsky (Item 3) and Lesley Adams (Item 4) is warranted as there are no material concerns regarding board and committee composition resulting from their nomination.</i></p>					
4	Elect Lesley Adams as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Cliff Lawrence (Item 2) and the election of independent non-executive directors Jon Hronsky (Item 3) and Lesley Adams (Item 4) is warranted as there are no material concerns regarding board and committee composition resulting from their nomination.</i></p>					

Paladin Energy Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Performance Share Rights Plan	Mgmt	For	For	For
6	Approve Renewal of Proportional Takeover Provisions	Mgmt	For	For	For

Calix Limited

Meeting Date: 11/16/2023

Country: Australia

Ticker: CXL

Record Date: 11/14/2023

Meeting Type: Annual

Primary Security ID: Q1R90H112

Shares Voted: 1,173,659

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Helen Fisher as Director	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Helen Fisher (Item 2) and the election of non-executive director Catriona Alison Deans (Item 3) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i>					
3	Elect Alison Deans as Director	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Helen Fisher (Item 2) and the election of non-executive director Catriona Alison Deans (Item 3) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i>					
4	Appoint KPMG as Auditor of the Company	Mgmt	For	For	For

Boss Energy Limited

Meeting Date: 11/20/2023

Country: Australia

Ticker: BOE

Record Date: 11/18/2023

Meeting Type: Annual

Primary Security ID: Q1705F161

Shares Voted: 3,352,009

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Bryn Jones as Director	Mgmt	For	For	For
3	Approve Employee Incentive Plan	Mgmt	None	Against	Against

Boss Energy Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Issuance of Director Rights to Duncan Craib	Mgmt	For	Against	Against

Voting Policy Rationale: A vote AGAINST this resolution is warranted on the basis of inconsistency with better market practice and interests of many shareholders due to an excessive allocation of the award being linked to undisclosed production milestones and business development goals. In addition, the award will be granted under a plan that has several inconsistencies with better market practice, as mentioned in Item 3.

5	Adopt New Constitution	Mgmt	For	Against	Against
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*Voting Policy Rationale: A vote AGAINST this resolution is warranted due to the following: * The new constitution includes wording that could permit general meetings to be held by virtual-only means; * Concerns are raised for any moves to eliminate any physical attendance at meetings. Virtual-only meetings may impact shareholder rights in holding directors publicly accountable and may hinder meaningful exchanges between directors and shareholders; and * Constitutional language reflecting a hybrid meeting format, which provides for physical attendance concurrently with the use of virtual technology to hold meetings, would not negatively impact shareholder rights (compared with a virtual-only meeting format) and would represent the preference of many shareholders.*

Bellevue Gold Limited

Meeting Date: 11/23/2023

Country: Australia

Ticker: BGL

Record Date: 11/21/2023

Meeting Type: Annual

Primary Security ID: Q1422R118

Shares Voted: 4,770,502

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	For	For
2	Elect Shannon Coates as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive directors Shannon Coates (Item 3) and Fiona Robertson (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination. A qualified vote FOR the re-election of Stephen Parsons is warranted because he is a non-independent director on a board that is not majority independent (only 50-percent independent). Mr Parsons served as managing director of the company until March 1, 2023 and has served as non-executive director since that date.</i></p>					
3	Elect Fiona Robertson as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive directors Shannon Coates (Item 3) and Fiona Robertson (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination. A qualified vote FOR the re-election of Stephen Parsons is warranted because he is a non-independent director on a board that is not majority independent (only 50-percent independent). Mr Parsons served as managing director of the company until March 1, 2023 and has served as non-executive director since that date.</i></p>					
4	Elect Stephen Parsons as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive directors Shannon Coates (Item 3) and Fiona Robertson (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination. A qualified vote FOR the re-election of Stephen Parsons is warranted because he is a non-independent director on a board that is not majority independent (only 50-percent independent). Mr Parsons served as managing director of the company until March 1, 2023 and has served as non-executive director since that date.</i></p>					
5	Approve Issuance of Annual LTI Performance Rights to Darren Stralow	Mgmt	For	For	For

Bellevue Gold Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve the Deed of Indemnity, Insurance and Access	Mgmt	For	For	For

Johns Lyng Group Limited

Meeting Date: 11/23/2023 **Country:** Australia **Ticker:** JLG
Record Date: 11/21/2023 **Meeting Type:** Annual
Primary Security ID: Q5081S101

Shares Voted: 2,391,770

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against	Against
	<p><i>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted. Concerns are noted for following: * The chairman received incentive remuneration through loan shares (replicating an options structure), * The STI is a profit share based on the excess of over the "forecast" NPAT, which has resulted in outsized STI bonuses being materially in excess of fixed remuneration and even more in excessive of LTI performance rights which are relatively insignificant in the remuneration structure and inconsistent with market practice, * There is insufficient STI deferral of only 25 percent, exacerbating concerns where the STI cash is significant and excessive relative to market cap peers, * There is a short performance period of performance rights and non-disclosure of the ROE targets in the LTI; and * Full vesting of performance rights in change of control.</i></p>				
3a	Elect Peter Nash as Director	Mgmt	For	Against	For
	<p><i>Voting Policy Rationale: A vote AGAINST the election of Peter Nash is warranted. As chairman, he has ultimate accountability for corporate governance and concerns are noted for the independence structure of the board, and problematic pay practices. As a director of ASX and Westpac, corporate governance issues have also been identified. A vote AGAINST the election of Nicholas (Nick) Carnell and Adrian Gleeson is warranted. They are two of three executive directors on a board that is not majority independent. Australian governance standards do not support multiple executive directors on a non-majority independent board. A vote AGAINST the election of Curtis (Curt) Mudd and Peter Dixon is warranted because under ISS policy they are not classified as being independent and their presence contributes to the board not being majority independent.</i></p>				
3b	Elect Curtis Mudd as Director	Mgmt	For	Against	For
	<p><i>Voting Policy Rationale: A vote AGAINST the election of Peter Nash is warranted. As chairman, he has ultimate accountability for corporate governance and concerns are noted for the independence structure of the board, and problematic pay practices. As a director of ASX and Westpac, corporate governance issues have also been identified. A vote AGAINST the election of Nicholas (Nick) Carnell and Adrian Gleeson is warranted. They are two of three executive directors on a board that is not majority independent. Australian governance standards do not support multiple executive directors on a non-majority independent board. A vote AGAINST the election of Curtis (Curt) Mudd and Peter Dixon is warranted because under ISS policy they are not classified as being independent and their presence contributes to the board not being majority independent.</i></p>				
3c	Elect Peter Dixon as Director	Mgmt	For	Against	For
	<p><i>Voting Policy Rationale: A vote AGAINST the election of Peter Nash is warranted. As chairman, he has ultimate accountability for corporate governance and concerns are noted for the independence structure of the board, and problematic pay practices. As a director of ASX and Westpac, corporate governance issues have also been identified. A vote AGAINST the election of Nicholas (Nick) Carnell and Adrian Gleeson is warranted. They are two of three executive directors on a board that is not majority independent. Australian governance standards do not support multiple executive directors on a non-majority independent board. A vote AGAINST the election of Curtis (Curt) Mudd and Peter Dixon is warranted because under ISS policy they are not classified as being independent and their presence contributes to the board not being majority independent.</i></p>				

Johns Lyng Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3d	Elect Nicholas Carnell as Director	Mgmt	For	Against	For
	<p><i>Voting Policy Rationale: A vote AGAINST the election of Peter Nash is warranted. As chairman, he has ultimate accountability for corporate governance and concerns are noted for the independence structure of the board, and problematic pay practices. As a director of ASX and Westpac, corporate governance issues have also been identified. A vote AGAINST the election of Nicholas (Nick) Carnell and Adrian Gleeson is warranted. They are two of three executive directors on a board that is not majority independent. Australian governance standards do not support multiple executive directors on a non-majority independent board. A vote AGAINST the election of Curtis (Curt) Mudd and Peter Dixon is warranted because under ISS policy they are not classified as being independent and their presence contributes to the board not being majority independent.</i></p>				
3e	Elect Adrian Gleeson as Director	Mgmt	For	Against	For
	<p><i>Voting Policy Rationale: A vote AGAINST the election of Peter Nash is warranted. As chairman, he has ultimate accountability for corporate governance and concerns are noted for the independence structure of the board, and problematic pay practices. As a director of ASX and Westpac, corporate governance issues have also been identified. A vote AGAINST the election of Nicholas (Nick) Carnell and Adrian Gleeson is warranted. They are two of three executive directors on a board that is not majority independent. Australian governance standards do not support multiple executive directors on a non-majority independent board. A vote AGAINST the election of Curtis (Curt) Mudd and Peter Dixon is warranted because under ISS policy they are not classified as being independent and their presence contributes to the board not being majority independent.</i></p>				
4a	Approve Employee and Executive Incentive Plan	Mgmt	None	Against	For
4b	Approve Employee Loan Plan	Mgmt	None	Against	For
5a	Approve Issuance of Performance Rights to Scott Didier	Mgmt	For	Against	For
	<p><i>Voting Policy Rationale: A vote AGAINST these resolutions is warranted because the material terms of the proposed grants are not sufficiently in line with local market standards, with concerns including: * Tranches 1, 2, and 3 represent the 25 percent STI deferral being insufficient and inconsistent with better market practice. * The STI component is excessive and the LTI is a relatively insignificant component of the remuneration structure. This is inconsistent with the expectations of many shareholders and market practice for a substantial deferral of incentive remuneration with vesting based on long term performance measures. * The performance period for each tranche including the LTI is one year, and the LTI performance period is short and inconsistent with market; * The LTI performance measures is assessed against ROE targets, however, this is not disclosed for shareholder assessment; and * All performance rights will vest immediately on a "takeover", "take private" or similar "change of control" transaction.</i></p>				
5b	Approve Issuance of Performance Rights to Adrian Gleeson	Mgmt	For	Against	For
	<p><i>Voting Policy Rationale: A vote AGAINST these resolutions is warranted because the material terms of the proposed grants are not sufficiently in line with local market standards, with concerns including: * Tranches 1, 2, and 3 represent the 25 percent STI deferral being insufficient and inconsistent with better market practice. * The STI component is excessive and the LTI is a relatively insignificant component of the remuneration structure. This is inconsistent with the expectations of many shareholders and market practice for a substantial deferral of incentive remuneration with vesting based on long term performance measures. * The performance period for each tranche including the LTI is one year, and the LTI performance period is short and inconsistent with market; * The LTI performance measures is assessed against ROE targets, however, this is not disclosed for shareholder assessment; and * All performance rights will vest immediately on a "takeover", "take private" or similar "change of control" transaction.</i></p>				
5c	Approve Issuance of Performance Rights to Nicholas Carnell	Mgmt	For	Against	For
	<p><i>Voting Policy Rationale: A vote AGAINST these resolutions is warranted because the material terms of the proposed grants are not sufficiently in line with local market standards, with concerns including: * Tranches 1, 2, and 3 represent the 25 percent STI deferral being insufficient and inconsistent with better market practice. * The STI component is excessive and the LTI is a relatively insignificant component of the remuneration structure. This is inconsistent with the expectations of many shareholders and market practice for a substantial deferral of incentive remuneration with vesting based on long term performance measures. * The performance period for each tranche including the LTI is one year, and the LTI performance period is short and inconsistent with market; * The LTI performance measures is assessed against ROE targets, however, this is not disclosed for shareholder assessment; and * All performance rights will vest immediately on a "takeover", "take private" or similar "change of control" transaction.</i></p>				

Johns Lyng Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve Issuance of Loan Shares to Peter Nash	Mgmt	For	Against	For
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The participation of non-executive directors in equity plans with implied performance hurdles (option like structures) provides concerns for good governance and is inconsistent with better market practice in Australia on the basis that incentive remuneration to NEDs may impact independent judgment and decision making of directors.</i></p>					
7	Appoint KPMG as Auditor of the Company	Mgmt	For	For	For
8	Approve Financial Assistance in Relation to the Acquisition	Mgmt	For	For	For

Karoon Energy Ltd.

Meeting Date: 11/23/2023 **Country:** Australia **Ticker:** KAR
Record Date: 11/21/2023 **Meeting Type:** Annual
Primary Security ID: Q5210P101

Shares Voted: 3,989,479

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Luciana Bastos De Freitas Rachid as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Luciana Rachid is warranted as no material concerns have been identified regarding board and committee composition resulting from her nomination. A vote AGAINST the re-election of Peter Botten is warranted as he is the deputy chair (and is intended to be the chair at the 2023 AGM) and female director representation on the board stands at 17 percent, which does not meet the guidelines of the ASX Corporate Governance Council Principles and Recommendations for larger companies in the ASX300 index to have at least 30 percent of each gender represented on the board. While the company has an objective of achieving 30-percent female participation by 2025 at board level, it has been slow to achieve its target. In addition, Mr Botten is classified as overboarded under ISS policy.</i></p>					
2	Elect Peter Botten as Director	Mgmt	For	Against	For
<p><i>Voter Rationale: We have engaged directly with the board and believe that Mr Botton is an appropriate choice for Chair and he is a highly experienced oil & gas executive and knows the company well. In addition, we are satisfied that company is well progressed on meeting its target of 30% female board representation in the near-term. Thus, we believe that it is in the best interests of shareholders to elect Mr Botton as a Director.</i></p> <p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Luciana Rachid is warranted as no material concerns have been identified regarding board and committee composition resulting from her nomination. A vote AGAINST the re-election of Peter Botten is warranted as he is the deputy chair (and is intended to be the chair at the 2023 AGM) and female director representation on the board stands at 17 percent, which does not meet the guidelines of the ASX Corporate Governance Council Principles and Recommendations for larger companies in the ASX300 index to have at least 30 percent of each gender represented on the board. While the company has an objective of achieving 30-percent female participation by 2025 at board level, it has been slow to achieve its target. In addition, Mr Botten is classified as overboarded under ISS policy.</i></p>					
3	Approve Remuneration Report	Mgmt	For	For	For
4	Approve Issuance of Performance Rights to Julian Fowles	Mgmt	For	For	For

New Hope Corporation Limited

Meeting Date: 11/23/2023

Country: Australia

Ticker: NHC

Record Date: 11/21/2023

Meeting Type: Annual

Primary Security ID: Q66635105

Shares Voted: 2,453,595

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Robert Millner as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A qualified vote FOR the re-election of Robert Millner (Item 2) is warranted. The qualification serves to highlight that he is highly tenured and overboarded. Nevertheless, there seems no benefit from voting against his nomination given the low prospect of success due to his affiliation with substantial entity WHSP, which as at 31 July 2023 owned 39.2 percent of the company's shares. Mr Millner represents the interest of the Millner family and WHSP on many boards in which he holds substantial investments. A vote FOR the re-election of Todd Barlow (Item 3) is warranted. Whilst Mr Barlow is classified as non-independent, the board is majority independent (57.14-percent independent) and he is not a member of any board committees. Mr Barlow is a shareholder representative of WHSP, serving as that company's managing director and CEO. WHSP has three representatives on the board (or 42.8-percent representation), which is not disproportionate with its shareholding of 39.2 percent. A vote FOR the election of independent non-executive director Lucia Stocker (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from her election.</i></p>					
3	Elect Todd Barlow as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A qualified vote FOR the re-election of Robert Millner (Item 2) is warranted. The qualification serves to highlight that he is highly tenured and overboarded. Nevertheless, there seems no benefit from voting against his nomination given the low prospect of success due to his affiliation with substantial entity WHSP, which as at 31 July 2023 owned 39.2 percent of the company's shares. Mr Millner represents the interest of the Millner family and WHSP on many boards in which he holds substantial investments. A vote FOR the re-election of Todd Barlow (Item 3) is warranted. Whilst Mr Barlow is classified as non-independent, the board is majority independent (57.14-percent independent) and he is not a member of any board committees. Mr Barlow is a shareholder representative of WHSP, serving as that company's managing director and CEO. WHSP has three representatives on the board (or 42.8-percent representation), which is not disproportionate with its shareholding of 39.2 percent. A vote FOR the election of independent non-executive director Lucia Stocker (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from her election.</i></p>					
4	Elect Lucia Stocker as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A qualified vote FOR the re-election of Robert Millner (Item 2) is warranted. The qualification serves to highlight that he is highly tenured and overboarded. Nevertheless, there seems no benefit from voting against his nomination given the low prospect of success due to his affiliation with substantial entity WHSP, which as at 31 July 2023 owned 39.2 percent of the company's shares. Mr Millner represents the interest of the Millner family and WHSP on many boards in which he holds substantial investments. A vote FOR the re-election of Todd Barlow (Item 3) is warranted. Whilst Mr Barlow is classified as non-independent, the board is majority independent (57.14-percent independent) and he is not a member of any board committees. Mr Barlow is a shareholder representative of WHSP, serving as that company's managing director and CEO. WHSP has three representatives on the board (or 42.8-percent representation), which is not disproportionate with its shareholding of 39.2 percent. A vote FOR the election of independent non-executive director Lucia Stocker (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from her election.</i></p>					
5	Approve Non-Executive Director Remuneration Pool Increase	Mgmt	For	For	For
6	Approve Issuance of Performance Rights and Service Rights to Robert Bishop	Mgmt	For	For	For
7	Approve the Amendments to the Company's Constitution	SH	Against	Against	Against

New Hope Corporation Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve Capital Protection	SH	Against	For	For
<p><i>Voting Policy Rationale: A vote FOR this item is warranted. * Disclosure appears inferior and the company does not appear to be taking appropriate steps to keep the market and shareholders informed of how its business is dealing with the impacts of climate change on product demand; and * Based on the Sustainability Report and the Climate and Global Energy Transition Statement which are available on the company's website, the company demonstrated inferior disclosure compared to better market practices and shareholder expectations, given the absence of climate-related targets and appropriate information on the impact of climate-related risks.</i></p>					

NextDC Ltd.

Meeting Date: 11/24/2023 **Country:** Australia **Ticker:** NXT
Record Date: 11/22/2023 **Meeting Type:** Annual
Primary Security ID: Q6750Y106

Shares Voted: 795,320

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Stuart Davis as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Qualified support FOR the re-election of Stuart Davis is warranted. Some concerns are highlighted that he is Chair of the Remuneration and Nomination Committee that has awarded significant increases in KMP fixed remuneration for FY24 that will likely flow through to higher incentive awards and the recent high increases in Director fees. A vote FOR the re-election of Eileen Doyle and election of Maria Leftakis is warranted as no material governance issues have been observed in relation to their nominations.</i></p>					
3	Elect Eileen Doyle as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Qualified support FOR the re-election of Stuart Davis is warranted. Some concerns are highlighted that he is Chair of the Remuneration and Nomination Committee that has awarded significant increases in KMP fixed remuneration for FY24 that will likely flow through to higher incentive awards and the recent high increases in Director fees. A vote FOR the re-election of Eileen Doyle and election of Maria Leftakis is warranted as no material governance issues have been observed in relation to their nominations.</i></p>					
4	Elect Maria Leftakis as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: Qualified support FOR the re-election of Stuart Davis is warranted. Some concerns are highlighted that he is Chair of the Remuneration and Nomination Committee that has awarded significant increases in KMP fixed remuneration for FY24 that will likely flow through to higher incentive awards and the recent high increases in Director fees. A vote FOR the re-election of Eileen Doyle and election of Maria Leftakis is warranted as no material governance issues have been observed in relation to their nominations.</i></p>					
5	Approve Increase in the Maximum Aggregate Annual Remuneration of Non-Executive Directors	Mgmt	None	For	For
6	Approve Grant of Performance Rights and Restricted Rights to Craig Scroggie	Mgmt	For	For	For

Capricorn Metals Ltd

Meeting Date: 11/29/2023 **Country:** Australia **Ticker:** CMM
Record Date: 11/27/2023 **Meeting Type:** Annual
Primary Security ID: Q2090L110

Shares Voted: 2,396,532

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Mark Okeby as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of Mark Okeby (Item 2) and the election of Jillian Irvin (Item 3) is warranted. No material concerns have been identified regarding board and committee composition resulting from their nomination. A qualification is raised regarding the re-election Mr Okeby. He is Chair of the Nomination, Remuneration & Diversity Committee. There was no female director representation in FY22, and there was an improvement in diversity in FY23, however, shareholders may hold him accountable for: * The company's disclosure that it continued to not set measurable objectives for achieving gender diversity in FY23, and * Female director representation on the board is at 20 percent, which falls short of the guidelines of the ASX Corporate Governance Council for at least 30 percent of each gender on the board.</i></p>					
3	Elect Jillian Irvin as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of Mark Okeby (Item 2) and the election of Jillian Irvin (Item 3) is warranted. No material concerns have been identified regarding board and committee composition resulting from their nomination. A qualification is raised regarding the re-election Mr Okeby. He is Chair of the Nomination, Remuneration & Diversity Committee. There was no female director representation in FY22, and there was an improvement in diversity in FY23, however, shareholders may hold him accountable for: * The company's disclosure that it continued to not set measurable objectives for achieving gender diversity in FY23, and * Female director representation on the board is at 20 percent, which falls short of the guidelines of the ASX Corporate Governance Council for at least 30 percent of each gender on the board.</i></p>					
4	Approve Re-adoption of Performance Rights Plan	Mgmt	For	For	For
5	Approve Increase to Non-Executive Directors' Remuneration	Mgmt	None	For	For
6	Approve Issuance of Performance Rights to Mark Clark	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST the grant of performance rights to Executive Chair Mark Clark is warranted. There is no material change in quantum, or performance measures and targets, which are well disclosed. This recommendation is based primarily on concerns for the performance period for 50-percent of this LTI grant is below the minimum of three years. Give the growth of this company and inclusion in the ASX200, this represents a material inconsistency with market practice and the expectations of many shareholders.</i></p>					

Integral Diagnostics Limited

Meeting Date: 11/29/2023

Country: Australia

Ticker: IDX

Record Date: 11/27/2023

Meeting Type: Annual

Primary Security ID: Q4936S101

Shares Voted: 3,152,591

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For	For
3	Elect Raelene Murphy as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Raelene Murphy (Item 2) and the election of independent non-executive directors Ingrid Player (Item 3) and Toby Hall (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					

Integral Diagnostics Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Elect Ingrid Player as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Raelene Murphy (Item 2) and the election of independent non-executive directors Ingrid Player (Item 3) and Toby Hall (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
5	Elect Toby Hall as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of independent non-executive director Raelene Murphy (Item 2) and the election of independent non-executive directors Ingrid Player (Item 3) and Toby Hall (Item 4) is warranted as no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
6	Approve Grant of LTI Rights and Deferred Rights to Ian Kadish	Mgmt	For	For	For
7	Approve Issuance of Securities Under the Company's Equity Incentive Plan	Mgmt	For	For	For
8	Approve Reinsertion of the Proportional Takeover Approval Provisions in the Constitution	Mgmt	For	For	For

Lynas Rare Earths Ltd

Meeting Date: 11/29/2023 **Country:** Australia **Ticker:** LYC
Record Date: 11/27/2023 **Meeting Type:** Annual
Primary Security ID: Q5683J210

Shares Voted: 926,109

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect John Humphrey as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of John Humphrey (Item 2), Grant Murdoch (Item 3), and Vanessa Guthrie (Item 4), and the election of John Beevers (Item 5) is warranted as they are independent directors and no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
3	Elect Grant Murdoch as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of John Humphrey (Item 2), Grant Murdoch (Item 3), and Vanessa Guthrie (Item 4), and the election of John Beevers (Item 5) is warranted as they are independent directors and no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
4	Elect Vanessa Guthrie as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of John Humphrey (Item 2), Grant Murdoch (Item 3), and Vanessa Guthrie (Item 4), and the election of John Beevers (Item 5) is warranted as they are independent directors and no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					
5	Elect John Beevers as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of John Humphrey (Item 2), Grant Murdoch (Item 3), and Vanessa Guthrie (Item 4), and the election of John Beevers (Item 5) is warranted as they are independent directors and no material concerns have been identified regarding board and committee composition resulting from their nomination.</i></p>					

Lynas Rare Earths Ltd

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve the Lynas Rare Earths Limited Performance Rights Plan	Mgmt	For	For	For
7	Approve Grant of Performance Rights to Amanda Lacaze	Mgmt	For	For	For

Impedimed Limited

Meeting Date: 11/30/2023

Country: Australia

Ticker: IPD

Record Date: 11/28/2023

Meeting Type: Annual

Primary Security ID: Q48619102

Shares Voted: 27,490,795

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted due to the following: * Unsubstantiated substantial increases to executive fixed remuneration; * Excessive termination payouts; * Discounted exercise price; and * Payment of STI which appears at odds with the company's financial performance and position.</i>				
3	Elect McGregor Grant as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
4	Elect Christine Emmanuel-Donnelly as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
5	Elect Michael Seiden as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

Elders Limited

Meeting Date: 12/14/2023

Country: Australia

Ticker: ELD

Record Date: 12/12/2023

Meeting Type: Annual

Primary Security ID: Q3414A186

Shares Voted: 915,868

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	Against	Against

Elders Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
<p><i>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted. Corporate governance concerns for misaligned and inconsistencies with better market practice are noted. * There is a substantial increase in the CEO's fixed remuneration to \$1,500,000 in FY24, plus retention awards valued by the company at \$2,040,000, which have resulted in quantitative Pay-for-Performance analysis identifying a high degree of concern for misalignment of pay and performance and shareholder returns. * The cash retention bonuses and equity service rights to the CEO are inconsistent with good governance in the local market and subject only to time-based vesting and continuous employment. * Emphasis on non-financial measures in the STI scorecard is overly high (40 percent weighting), with some of the measures of 'People' and 'Customer' regarded as a core component of the CEO's and KMP executives' 'day job' responsibilities, and as may result in misalignment of bonuses with shareholders. * The company uses a performance measure disclosed as "maintain the feeling of belonging" as a non-financial performance measure which may contribute to misalignment as a result of excessive board discretion in assessment. * There was upwards board discretion exercised in adjusting FY23 Underlying NPAT, which resulted in partial vesting of the FY21 LTI grant, being misaligned with the underperforming TSR for the performance period.</i></p>					
3	Elect John Lloyd as Director	Mgmt	For	For	For
4	Approve Grant of Performance Rights to Mark Charles Allison	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST the grant of FY24 LTI performance rights to the CEO is warranted. * The CEO's FY24 LTI was increased materially by 29.7 percent year-on-year being misaligned with shareholder returns and the performance of the company, and excessive relative to market cap and selected peers. * Performance targets and hurdles remain unchanged from the prior year, which is inconsistent with better market practice for material increases in bonus opportunities to be accompanied by improved rigour of targets. * The excessive increases in the LTI opportunities is in addition to the retentions offered by the board through cash and service rights. * Explicit provisions in the terms and conditions of the Plan that allow the board to exercise discretion to adjust performance outcomes, noting concerns regarding the board's upward discretion in allowing partial vesting of the FY21 LTI.</i></p>					
5	Approve Grant of Service Rights to Mark Charles Allison	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST the grant of service rights to the CEO Mark Allison is warranted. The service rights are part of the retention package to the CEO being inconsistent with good corporate governance in the local market and subject to time and service conditions only.</i></p>					
6	Approve Issuance of Securities Under Long-Term Incentive Plan	Mgmt	For	For	For
7	Approve Renewal of Proportional Takeover Approval Rule	Mgmt	For	For	For

Eagers Automotive Limited

Meeting Date: 01/30/2024 **Country:** Australia **Ticker:** APE
Record Date: 01/28/2024 **Meeting Type:** Special
Primary Security ID: Q3R14D102

Shares Voted: 1,246,991

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Acquisition	Mgmt	For	For	For

Technology One Limited

Meeting Date: 02/21/2024 **Country:** Australia **Ticker:** TNE
Record Date: 02/19/2024 **Meeting Type:** Annual
Primary Security ID: Q89275103

Technology One Limited

Shares Voted: 958,332

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
2	Elect Peter Ball as Director	Mgmt	For	Against	Against
<p><i>Voting Policy Rationale: A vote AGAINST the re-election of Peter Ball (Item 2) is warranted. He is Chair of the Audit & Risk Committee, and corporate governance concerns are raised regarding the excessive non-audit fees paid to the audit firm which exceeded the audit fees during the year. A qualified vote FOR the re-election of Sharon Doyle (Item 3) is warranted. No material issues have been identified regarding board and committee composition resulting from her nomination. The qualification is raised to highlight concerns she is a member of the Nomination & Governance Committee, and gender diversity at board level of 25 percent female director representation continues to fall short of the guidelines of the ASX Corporate Governance Council for at least 30 percent of each gender represented on the board. Sharon Doyle is a member of the Audit & Risk Committee, and concerns have also been identified regarding excessive non-audit fees.</i></p>					
3	Elect Sharon Doyle as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote AGAINST the re-election of Peter Ball (Item 2) is warranted. He is Chair of the Audit & Risk Committee, and corporate governance concerns are raised regarding the excessive non-audit fees paid to the audit firm which exceeded the audit fees during the year. A qualified vote FOR the re-election of Sharon Doyle (Item 3) is warranted. No material issues have been identified regarding board and committee composition resulting from her nomination. The qualification is raised to highlight concerns she is a member of the Nomination & Governance Committee, and gender diversity at board level of 25 percent female director representation continues to fall short of the guidelines of the ASX Corporate Governance Council for at least 30 percent of each gender represented on the board. Sharon Doyle is a member of the Audit & Risk Committee, and concerns have also been identified regarding excessive non-audit fees.</i></p>					
4	Approve Grant of FY24 LTI Options to Ed Chung	Mgmt	For	For	For

Telix Pharmaceuticals Limited

Meeting Date: 04/05/2024

Country: Australia

Ticker: TLX

Record Date: 04/03/2024

Meeting Type: Special

Primary Security ID: Q8973A105

Shares Voted: 1,464,352

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Ratify Past Issuance of Dedicaid Consideration Shares to Thomas Beyer, Marcus Hacker and Laszlo Papp	Mgmt	For	For	For
2	Ratify Past Issuance of Lightpoint Consideration Shares to Lightpoint Medical Ltd	Mgmt	For	For	For
3	Ratify Past Issuance of Lightpoint Rights to Lightpoint Medical Ltd	Mgmt	For	For	For
4	Approve Issuance of QSAM Consideration Shares to Holders of QSAM Biosciences, Inc. Shares	Mgmt	For	For	For

Telix Pharmaceuticals Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Issuance of QSAM Rights to Holders of QSAM Biosciences, Inc. Shares	Mgmt	For	For	For
6	Approve Issuance of IsoTherapeutics Consideration Shares to Keith Frank, Jaime Simon and Steve Ellebracht	Mgmt	For	For	For
7	Approve Issuance of ARTMS Consideration Shares to Holders of ARTMS Inc. Shares	Mgmt	For	For	For

Paladin Energy Ltd

Meeting Date: 04/09/2024 **Country:** Australia **Ticker:** PDN
Record Date: 04/07/2024 **Meeting Type:** Special
Primary Security ID: Q7264T104

Shares Voted: 12,335,008

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Share Consolidation	Mgmt	For	For	For

Ampol Limited

Meeting Date: 05/09/2024 **Country:** Australia **Ticker:** ALD
Record Date: 05/07/2024 **Meeting Type:** Annual
Primary Security ID: Q03608124

Shares Voted: 203,931

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For	For
3a	Elect Michael Ihlein as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of Michael Ihlein and Gary Smith is warranted. No material issues have been identified from their nominations in respect of board and committee composition, nor any wider corporate governance concerns.</i></p>					
3b	Elect Gary Smith as Director	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the re-election of Michael Ihlein and Gary Smith is warranted. No material issues have been identified from their nominations in respect of board and committee composition, nor any wider corporate governance concerns.</i></p>					
4	Approve Grant of 2024 Performance Rights to Matthew Halliday	Mgmt	For	For	For
5	Approve Non-Executive Directors' Fee Pool Increase	Mgmt	None	For	For

Eagers Automotive Limited

Meeting Date: 05/22/2024

Country: Australia

Ticker: APE

Record Date: 05/20/2024

Meeting Type: Annual

Primary Security ID: Q3R14D102

Shares Voted: 1,246,991

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Elect Nicholas George Politis as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR the re-election of Nicholas Politis is warranted. He is a representative of significant shareholder WFM Motors Pty Ltd, which has two nominees comprising 22 percent of the board, not being disproportionate with its 27 percent shareholding in the company. A vote AGAINST the election of Katrina McNamara (Item 3) is warranted on the basis of overboarding concerns. Aside from her non-executive director position on the board of Eagers, McNamara is an executive director of ASX-listed Mighty Craft Ltd and a non-executive director of ASX-listed MotorCycle Holdings Ltd.</i></p>				
3	Elect Katrina Susan McNamara as Director	Mgmt	For	Against	For
	<p><i>Voter Rationale: We believe that APE is an exceptionally well-managed company with an unusual shareholding structure and therefore some leeway on the selection of Directors is warranted.</i></p> <p><i>Voting Policy Rationale: A vote FOR the re-election of Nicholas Politis is warranted. He is a representative of significant shareholder WFM Motors Pty Ltd, which has two nominees comprising 22 percent of the board, not being disproportionate with its 27 percent shareholding in the company. A vote AGAINST the election of Katrina McNamara (Item 3) is warranted on the basis of overboarding concerns. Aside from her non-executive director position on the board of Eagers, McNamara is an executive director of ASX-listed Mighty Craft Ltd and a non-executive director of ASX-listed MotorCycle Holdings Ltd.</i></p>				
4	Approve Remuneration Report	Mgmt	None	For	For

Telix Pharmaceuticals Limited

Meeting Date: 05/22/2024

Country: Australia

Ticker: TLX

Record Date: 05/20/2024

Meeting Type: Annual

Primary Security ID: Q8973A105

Shares Voted: 1,341,661

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	None	For	For
2	Elect Andreas Kluge as Director	Mgmt	For	For	For
3	Approve Amended Equity Incentive Plan and Grant of Equity Securities Under the Equity Incentive Plan	Mgmt	None	For	For
4	Approve Grant of Performance Share Appreciation Rights to Christian Behrenbruch	Mgmt	For	For	For
5	Approve Increase in the Maximum Aggregate Remuneration of the Non-Executive Directors	Mgmt	None	For	For

Karoon Energy Ltd.

Meeting Date: 05/23/2024

Country: Australia

Ticker: KAR

Record Date: 05/21/2024

Meeting Type: Annual

Primary Security ID: Q5210P101

Shares Voted: 4,532,748

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Melissa Holzberger as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of all nominees is warranted. The board is majority independent, and no material concerns have been identified.</i>				
2	Elect Joanne Palmer as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of all nominees is warranted. The board is majority independent, and no material concerns have been identified.</i>				
3	Elect Peter Turnbull as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of all nominees is warranted. The board is majority independent, and no material concerns have been identified.</i>				
4	Elect Carlos Tadeu da Costa Fraga as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of all nominees is warranted. The board is majority independent, and no material concerns have been identified.</i>				
6	Approve Remuneration Report	Mgmt	For	For	For
7	Approve Increase to Aggregate Fee Pool for Non-Executive Directors	Mgmt	For	For	For
8	Approve Issuance of Performance Rights to Julian Fowles	Mgmt	For	For	For
9	Ratify Past Issuance of Shares to Persons who Elected to Participate in the Equity Raising	Mgmt	For	For	For

Life360, Inc.

Meeting Date: 05/30/2024

Country: USA

Ticker: 360

Record Date: 04/09/2024

Meeting Type: Annual

Primary Security ID: 532206109

Shares Voted: 1,816,402

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Brittany Morin as Director	Mgmt	For	Withhold	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	<p><i>Voter Rationale: We view the Life 360 remuneration structure and quantum as more comparable against other US based small cap tech companies (this is the relevant market where 360 must compete in for executive talent). The proposals appear broadly in line with this comparison group and do not look unreasonable.</i></p>				
	<p><i>Voting Policy Rationale: A WITHHOLD recommendation is warranted for all nominees. * Corporate governance concerns are identified in this AGM agenda and regarding shareholder rights to vote on directions in line with local market standards. * There continues to be an inferior level of female representation on the board of 22 percent, which falls short of the expectations of many shareholders and the guidelines of the ASX Corporate Governance Council for at least 30 percent of each gender on the board. * Additionally, * Brit Morin (Item 1a) is a member of the Remuneration and Nomination Committee and problematic pay practices continue to be identified. * James Synge (Item 1b) is classified as a non-independent director under ISS policy and serves on a board that is not majority independent (only 44 percent independent under ISS' policy). * David Wiadrowski (Item 1c) is chair of the Audit and Risk Management Committee and the independent auditor raised a Critical Audit Matter in the annual report.</i></p>				
1b	Elect James Synge as Director	Mgmt	For	Withhold	For
	<p><i>Voter Rationale: We view the Life 360 remuneration structure and quantum as more comparable against other US based small cap tech companies (this is the relevant market where 360 must compete in for executive talent). The proposals appear broadly in line with this comparison group and do not look unreasonable.</i></p>				
	<p><i>Voting Policy Rationale: A WITHHOLD recommendation is warranted for all nominees. * Corporate governance concerns are identified in this AGM agenda and regarding shareholder rights to vote on directions in line with local market standards. * There continues to be an inferior level of female representation on the board of 22 percent, which falls short of the expectations of many shareholders and the guidelines of the ASX Corporate Governance Council for at least 30 percent of each gender on the board. * Additionally, * Brit Morin (Item 1a) is a member of the Remuneration and Nomination Committee and problematic pay practices continue to be identified. * James Synge (Item 1b) is classified as a non-independent director under ISS policy and serves on a board that is not majority independent (only 44 percent independent under ISS' policy). * David Wiadrowski (Item 1c) is chair of the Audit and Risk Management Committee and the independent auditor raised a Critical Audit Matter in the annual report.</i></p>				
1c	Elect David Wiadrowski as Director	Mgmt	For	Withhold	For
	<p><i>Voter Rationale: We view the Life 360 remuneration structure and quantum as more comparable against other US based small cap tech companies (this is the relevant market where 360 must compete in for executive talent). The proposals appear broadly in line with this comparison group and do not look unreasonable.</i></p>				
	<p><i>Voting Policy Rationale: A WITHHOLD recommendation is warranted for all nominees. * Corporate governance concerns are identified in this AGM agenda and regarding shareholder rights to vote on directions in line with local market standards. * There continues to be an inferior level of female representation on the board of 22 percent, which falls short of the expectations of many shareholders and the guidelines of the ASX Corporate Governance Council for at least 30 percent of each gender on the board. * Additionally, * Brit Morin (Item 1a) is a member of the Remuneration and Nomination Committee and problematic pay practices continue to be identified. * James Synge (Item 1b) is classified as a non-independent director under ISS policy and serves on a board that is not majority independent (only 44 percent independent under ISS' policy). * David Wiadrowski (Item 1c) is chair of the Audit and Risk Management Committee and the independent auditor raised a Critical Audit Matter in the annual report.</i></p>				
2	Approve Grant of RSUs and PRSUs to Chris Hulls	Mgmt	For	Against	For
	<p><i>Voter Rationale: We view the Life 360 remuneration structure and quantum as more comparable against other US based small cap tech companies (this is the relevant market where 360 must compete in for executive talent). The proposals appear broadly in line with this comparison group and do not look unreasonable.</i></p>				
	<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted: * RSUs (25 percent of the equity award) are inconsistent with local market practice and shareholder interests, being subject to continued service only. * The RSUs vest monthly in equal tranches over 36 months which does not meet the minimum accepted standard in the Australian market for LTI to be subject to vesting after a three-year performance period. * The PRSUs (75 percent of equity award) have a one-year performance period being inconsistent with good governance standards in Australia for at least three years. * The company values the RSUs and PRSUs at US\$4.8 million which is excessive and well above the median of market cap (ASX 126-150) and certain selected peers.</i></p>				
3	Approve Grant of RSUs to John Philip Coghlan	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A qualified vote FOR these resolutions is warranted. This recognises that directors are paid in cash and equity (RSUs), which allows non-executive directors to build "skin in the game" and aligns with shareholder interests. The qualification is raised given that directors' fees in FY24 (including the quantum RSU's) are increased significantly over FY23.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Grant of RSUs to Brittany Morin	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR these resolutions is warranted. This recognises that directors are paid in cash and equity (RSUs), which allows non-executive directors to build "skin in the game" and aligns with shareholder interests. The qualification is raised given that directors' fees in FY24 (including the quantum RSU's) are increased significantly over FY23.</i>				
5	Approve Grant of RSUs to James Synge	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR these resolutions is warranted. This recognises that directors are paid in cash and equity (RSUs), which allows non-executive directors to build "skin in the game" and aligns with shareholder interests. The qualification is raised given that directors' fees in FY24 (including the quantum RSU's) are increased significantly over FY23.</i>				
6	Approve Grant of RSUs to Mark Goines	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR these resolutions is warranted. This recognises that directors are paid in cash and equity (RSUs), which allows non-executive directors to build "skin in the game" and aligns with shareholder interests. The qualification is raised given that directors' fees in FY24 (including the quantum RSU's) are increased significantly over FY23.</i>				
7	Approve Grant of RSUs to David Wiadrowski	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR these resolutions is warranted. This recognises that directors are paid in cash and equity (RSUs), which allows non-executive directors to build "skin in the game" and aligns with shareholder interests. The qualification is raised given that directors' fees in FY24 (including the quantum RSU's) are increased significantly over FY23.</i>				
8	Approve Grant of RSUs to Randi Zuckerberg	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR these resolutions is warranted. This recognises that directors are paid in cash and equity (RSUs), which allows non-executive directors to build "skin in the game" and aligns with shareholder interests. The qualification is raised given that directors' fees in FY24 (including the quantum RSU's) are increased significantly over FY23.</i>				
9	Approve Grant of RSUs to Alex Haro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR these resolutions is warranted. This recognises that directors are paid in cash and equity (RSUs), which allows non-executive directors to build "skin in the game" and aligns with shareholder interests. The qualification is raised given that directors' fees in FY24 (including the quantum RSU's) are increased significantly over FY23.</i>				
10	Approve Grant of RSUs to Charles Prober	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR these resolutions is warranted. This recognises that directors are paid in cash and equity (RSUs), which allows non-executive directors to build "skin in the game" and aligns with shareholder interests. The qualification is raised given that directors' fees in FY24 (including the quantum RSU's) are increased significantly over FY23.</i>				
11	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	For
	<i>Voter Rationale: We view the Life 360 remuneration structure and quantum as more comparable against other US based small cap tech companies (this is the relevant market where 360 must compete in for executive talent). The proposals appear broadly in line with this comparison group and do not look unreasonable.</i>				
	<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. Corporate governance concerns continue to be identified: * The CEO was granted a one-time cash retention bonus which is inconsistent with good governance standards in the Australian market. The short retention period of 5 months may be questioned. * While shareholders did not approve the FY23 LTI, the company discloses that the board provided this bonus in place of the company's inability to grant FY23 LTI. * Persisting inconsistencies with shareholder interests and local market standards continue to be identified in the proposed FY24 equity grant of RSUs and PRSUs. * Newly appointed executive KMP received one-off signing bonuses which is not well aligned with good governance standards in the Australian market. * The FY23 RSUs granted to the other executive KMP are subject to continued employment only, with monthly vesting over the three-year vesting period.</i>				
12	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
13	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For

Life360, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
14	Increase Authorized Common Stock	Mgmt	For	Against	For
<p><i>Voter Rationale: We view the Life 360 remuneration structure and quantum as more comparable against other US based small cap tech companies (this is the relevant market where 360 must compete in for executive talent). The proposals appear broadly in line with this comparison group and do not look unreasonable.</i></p> <p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted given that the proposed increase in the number of authorized common shares is excessive.</i></p>					
15	Authorize New Class of Blank Check Preferred Stock	Mgmt	For	Against	For
<p><i>Voter Rationale: We view the Life 360 remuneration structure and quantum as more comparable against other US based small cap tech companies (this is the relevant market where 360 must compete in for executive talent). The proposals appear broadly in line with this comparison group and do not look unreasonable.</i></p> <p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the board has not specifically stated that the shares may not be used for antitakeover purposes in the future.</i></p>					
16	Eliminate Right to Call Special Meeting	Mgmt	For	Against	For
<p><i>Voter Rationale: We view the Life 360 remuneration structure and quantum as more comparable against other US based small cap tech companies (this is the relevant market where 360 must compete in for executive talent). The proposals appear broadly in line with this comparison group and do not look unreasonable.</i></p> <p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. Without the right to call a special meeting, shareholders would lose their ability to take actions, including removing directors or initiating a shareholder resolution, in between scheduled annual meetings.</i></p>					
17	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For	For
18	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	Mgmt	For	For	For

CSR Limited

Meeting Date: 06/13/2024

Country: Australia

Ticker: CSR

Record Date: 06/11/2024

Meeting Type: Court

Primary Security ID: Q30297115

Shares Voted: 109,248

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Court-Ordered Meeting	Mgmt			
1	Approve Scheme of Arrangement in Relation to the Proposed Acquisition of the Company by Saint Gobain BidCo Pty Ltd, an Indirect Wholly-Owned Subsidiary of Compagnie de Saint-Gobain	Mgmt	For	For	For