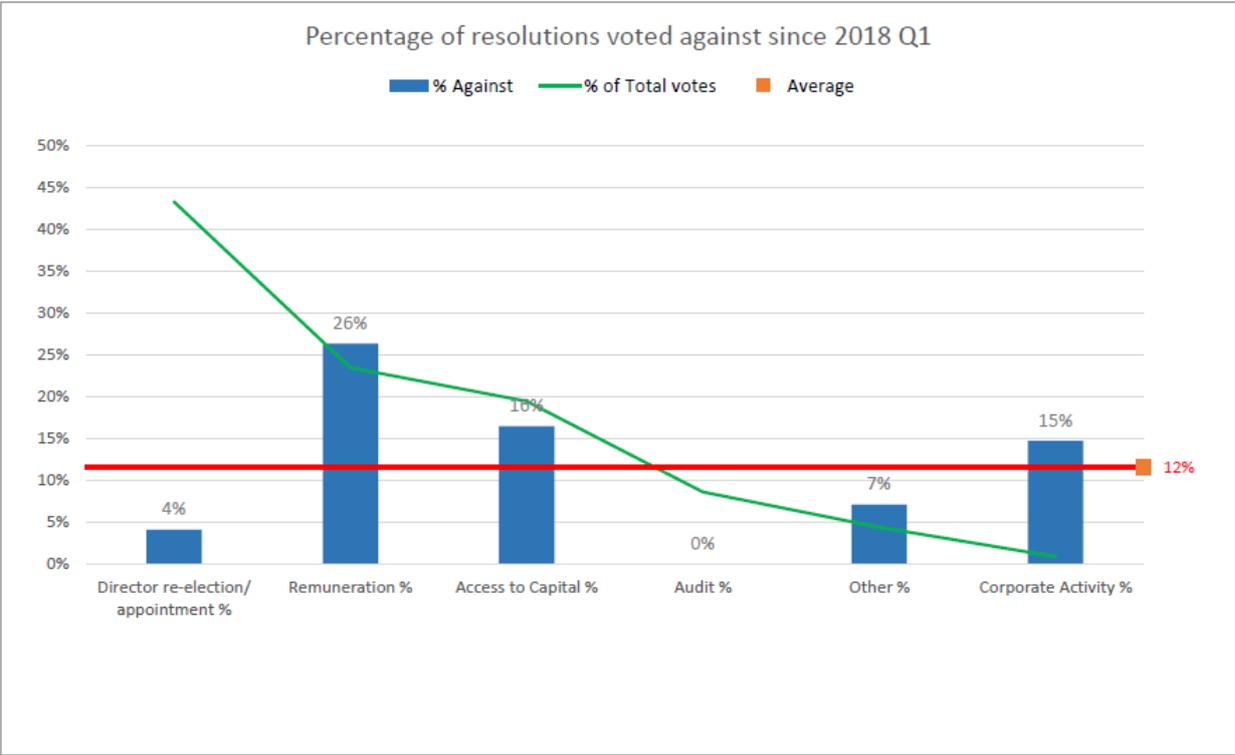


Analysis of proxy voting during 2018

To produce the chart shown below, we grouped the resolutions presented at shareholder meetings into 6 categories – Director re-election/appointment, remuneration, access to capital, audit, corporate activity, and ‘other’. The groupings of specific types of resolutions into the classifications are shown below:

Shareholder meeting resolution classifications	
Access to Capital	Unissued shares under Directors' control (incl. convertibles)
Access to Capital	Specific issue of shares (other than for incentivisation)
Access to Capital	Issue of shares for cash
Access to Capital	Disapplicaiton of pre-emption rights
Access to Capital	Dividend payment
Access to Capital	Dividend re-investment
Access to Capital	Repurchases
Access to Capital	Financial asistance
Access to Capital	Create new class of shares
Access to Capital	Increase in authorised shares
Access to Capital	Transfer to reserves
Audit	Auditor re-appointment/appointment
Audit	Auditor remuneration
Audit	Approval of financial statements
Audit	Auditor liability discharge
Corporate Activity	Corporate activity
Corporate Activity	Conversion/ Migration/ unbundling of company
Corporate Activity	Waiver of mandatory offer
Director re-election/appointment	Board
Director re-election/appointment	Committee
Director re-election/appointment	Director liability discharge
Other	Shortening meeting notice period
Other	Changing articles/MOI
Other	Bundled resolutions
Other	Political donations
Other	Director report/ discretion over meeting matters
Other	Authority to implement resolutions
Other	Manco approval
Remuneration	Executive
Remuneration	Non-Executive
Remuneration	Incentive Scheme
Remuneration	Retention scheme
Remuneration	Policy
Remuneration	Implementation

The purpose is to contrast the classes of resolutions most often presented with those most frequently voted against during the past year, 2018, when we voted on 3970 resolutions at 250 shareholder meetings on behalf of clients.



The green line shows the proportions of all resolutions represented by each category, which sum to 100%. For example, most resolutions (43%) concerned re-election/ appointment of Directors, while corporate activity made up only 1% of all resolutions. The classifications are ranked from most to least frequent.

The blue bars show the proportion of resolutions voted against per category. We voted against 4% of Director re-election/appointment resolutions. In contrast, we voted against 26% of remuneration resolutions, which are presented for voting less frequently. The 3 classes of resolutions most voted against are remuneration, access to capital and corporate activity.

The red horizontal line shows that overall we voted against 12% of all resolutions presented for voting in 2018.

The contrasted rankings are shown in the table below:

Ranked frequencies of resolutions		
	Presented	Declined
Director re-election/ appointment	1	5
Remuneration	2	1
Access to capital	3	2
Audit	4	6
Corporate activity	6	3
Other	5	4

Some selective comments:

- Director re-election/ appointment:
During the year we started to decline the re-appointment of directors with tenure of over 12 years. We also require meeting attendance of over 75%.
- Remuneration:
We pay particular attention to the inputs of LTIPs. We are now also presented with remuneration policy implementation resolutions, which require that companies disclose scaled incentive scheme performance hurdles in advance, for us to be able to evaluate outputs.
- Access to capital:
We prefer to approve specific rather than general requests.
- Audit:
This classification does not include Audit Committee re-election/ appointments as they are shown in another, specific, category. We do not require early implementation of mandatory audit firm rotation, which is required from 2023.