

2021

Ethos Funds

General meetings of companies outside Switzerland

Content

- 1 **Overview of the proxy analyses**
 - 1.1 Ethos voting positions
 - 1.2 Ethos voting positions per category of proposal
- 2 **Overview of the voting recommendations**
- 3 **Detailed voting recommendations**

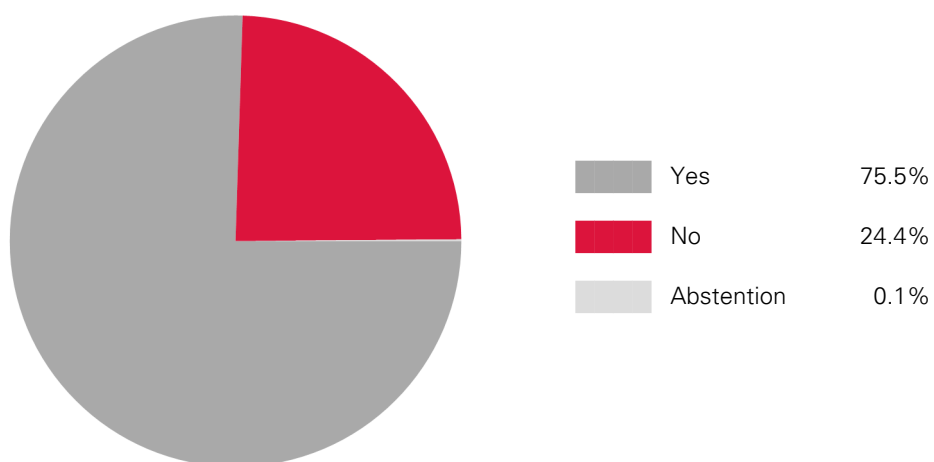
Contact

Vincent Kaufmann, CEO and Head of Proxy Voting, Swiss ESG and Engagement (a.i.)
Fanny Ebener, Senior Proxy Voting Manager
Romain Perruchoud, Senior ESG Analyst
Ethos - P.O. Box 1051 - 1211 Geneva 26
T +41 (0)22 716 15 55 - F +41 (0)22 716 15 56 - www.ethosfund.ch

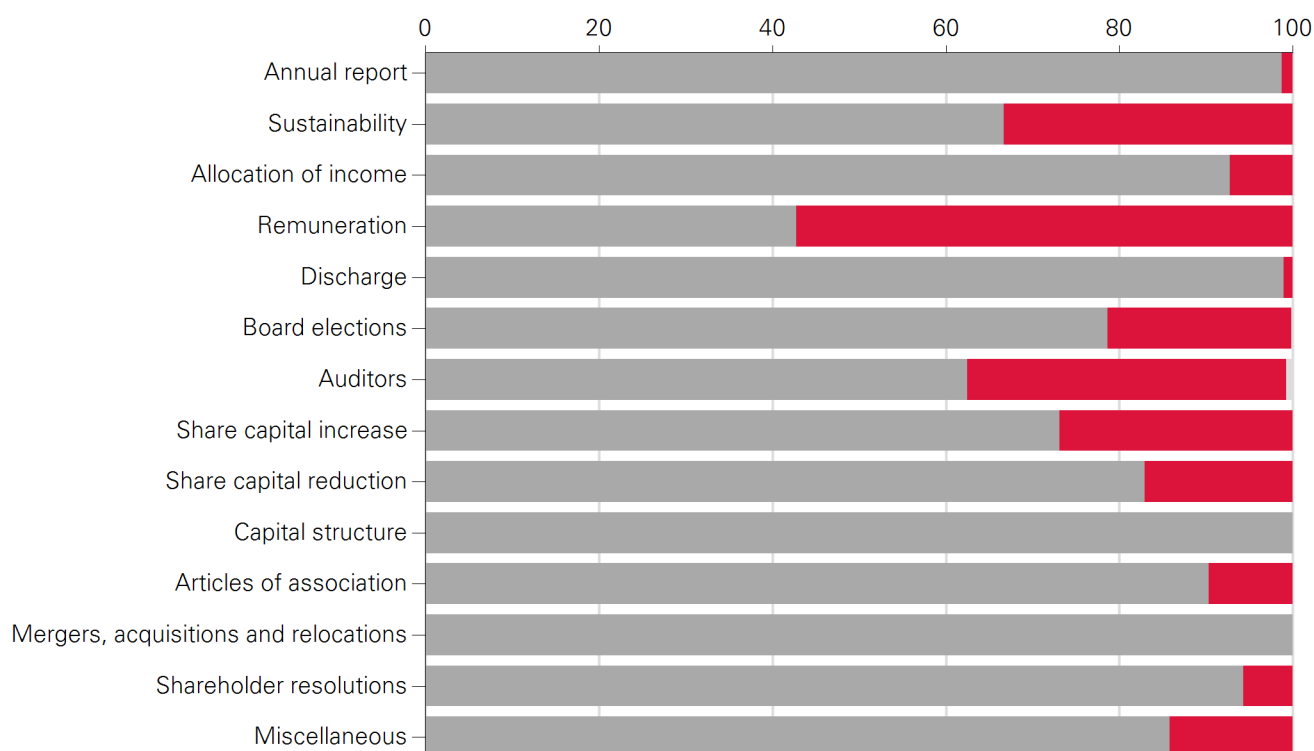
1 Overview of the proxy analyses

Type of General Meeting	Number of meetings	Number of Proposals			
		Total	Yes	No	Abstention
Annual general meetings	122	1825	1385	437	3
Extraordinary general meetings	11	31	26	5	0
Annual and extraordinary general meetings	18	454	333	121	0
Total	151	2310	1744	563	3

1.1 Ethos voting positions



1.2 Ethos voting positions per category of proposal



	Proposals approved		Proposals refused		Abstain		Number of proposals
Annual report	78	98.7%	1	1.3%	0	0.0%	79
Sustainability	2	66.7%	1	33.3%	0	0.0%	3
Allocation of income	64	92.8%	5	7.2%	0	0.0%	69
Remuneration	142	42.8%	190	57.2%	0	0.0%	332
Discharge	94	98.9%	1	1.1%	0	0.0%	95
Board elections	842	78.6%	227	21.2%	2	0.2%	1071
Auditors	80	62.5%	47	36.7%	1	0.8%	128
Share capital increase	133	73.1%	49	26.9%	0	0.0%	182
Share capital reduction	63	82.9%	13	17.1%	0	0.0%	76
Capital structure	2	100.0%	0	0.0%	0	0.0%	2
Articles of association	56	90.3%	6	9.7%	0	0.0%	62
Mergers, acquisitions and relocations	5	100.0%	0	0.0%	0	0.0%	5
Shareholder resolutions	66	94.3%	4	5.7%	0	0.0%	70
Miscellaneous	115	85.8%	19	14.2%	0	0.0%	134

2 Overview of the voting recommendations

Type of General Meeting (Type)

AGM	Annual general meetings
EGM	Extraordinary general meetings
MIX	Annual and extraordinary general meetings

Votings

✓	For
○	Partly for
✗	Oppose
✗	Abstain

Company	Date	Type	Annual report	Sustainability	Allocation of income	Remuneration	Discharge	Board elections	Auditors	Share capital increase	Share capital reduction	Capital structure	Articles of association	Mergers, acquisitions and relocations	Shareholder resolutions	Miscellaneous
3M Company	11.05.2021	AGM				✗		○	✗						✓	
Accell Group	21.04.2021	AGM	✓			✓	✓	○	✓	✓	✓					
Accenture	03.02.2021	AGM				✗		○	✓	✓						✓
Adobe	20.04.2021	AGM				✗		○	✗							
AFLAC	03.05.2021	AGM				✗		○	✗							
Agilent Technologies	17.03.2021	AGM				✗		○	✗							
Agnico Eagle Mines	26.11.2021	EGM												✓		
Allianz	05.05.2021	AGM			✓	✗	✓						✓			
Alstom	28.07.2021	MIX	✓		✗	○			○	○	✓		✓			✓
Apple	23.02.2021	AGM				✗		○	✓						✓	
Aquafil	28.04.2021	AGM	✓		✓	○										○
	20.10.2021	EGM									✗					
Arcadis	29.04.2021	AGM	✓		✓	✓	✓	○	✓	✓	✓					✓
Ashtead Group	16.09.2021	AGM	✓		✓	✗		○	✓	✓	✗		✓			✗
Assicurazioni Generali	29.04.2021	MIX	✓		✓	○				✓	✓	✓				✗
Atlas Copco	27.04.2021	AGM	✓		✓	○	✓	○	✓							✓
Atos	12.05.2021	MIX	○	✓	✓	○		✓		✓	✓		✓			✓
Autodesk	16.06.2021	AGM				✗		○	✗							
Automatic Data Processing	10.11.2021	AGM				✗		○	✗						✓	
Autozone	15.12.2021	AGM				✗		○	✗						✓	
Avery Dennison	22.04.2021	AGM				✗		○	✗							
Baker Hughes	14.05.2021	AGM				○		○	✓							

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Bank of New York Mellon Corp.	13.04.2021	AGM				✗		🟡	✔️						✔️	
Befesa	05.10.2021	EGM								✔️			✔️			
Best Buy	16.06.2021	AGM				✔️		✔️	✔️						✔️	
BioMerieux	20.05.2021	MIX	✔️		✔️	🟡	✔️	✔️		🟡	🟡		🟡			🟡
Brenntag	10.06.2021	AGM			✔️	🟡	✔️		✔️							
Bureau Veritas	25.06.2021	MIX	✔️		✔️	🟡		✔️		🟡	✔️		✔️			✔️
Campbell Soup	01.12.2021	AGM				✗		✔️	✗						✔️	
Cardinal Health	05.11.2021	AGM				✗		🟡	✔️				✔️		✗	
Carrefour	21.05.2021	AGM	✔️		✔️	🟡		🟡	🟡	🟡	✔️					✔️
CGI Group	27.01.2021	AGM						🟡	✔️				✔️			
Charles Schwab Corp.	13.05.2021	AGM				✗		🟡	✗						✔️	
Citrix Systems	04.06.2021	AGM				✗		✔️	✗						✔️	
Clorox	17.11.2021	AGM				✗		🟡	✔️						✔️	
CME Group	05.05.2021	AGM				✗		🟡	✔️							
Coloplast	02.12.2021	AGM	✔️		✔️	🟡		🟡	✗							
Corbion	19.05.2021	AGM	✔️		✔️	✔️	✔️	✔️	✔️	✔️	✔️					✔️
Corticeira Amorim	23.04.2021	AGM	✔️	✔️	✗	✗	✔️	✗	✔️	✔️	✔️		✔️			✔️
	03.12.2021	EGM	✔️		✔️											
Costco Wholesale	21.01.2021	AGM				✗		🟡	✔️							
CVS Health	13.05.2021	AGM				✗		✔️	✔️						🟡	
Daiwa House Industry	29.06.2021	AGM			✔️	✔️		🟡								✔️
DBS Group Holdings	30.03.2021	AGM	✔️		✔️	✗		✔️	✔️	✔️	✔️					
Dell Technologies	22.06.2021	AGM				✗		🟡	✗							
DiaSorin	04.10.2021	EGM								✔️						
Dollar Tree	10.06.2021	AGM				✗		🟡	✗							
Duke Realty	28.04.2021	AGM				✗		🟡	✗							
Eaton	28.04.2021	AGM				✗		🟡	✗	✔️	✗					
Edenred	11.05.2021	MIX	✔️		✔️	🟡		🟡		✗	✔️		✗			✔️
Electrolux Professional	28.04.2021	AGM	✔️		✔️	🟡	✔️	✔️	✔️				✔️			✔️
Electronic Arts	12.08.2021	AGM				✗		🟡	✗						✔️	✗
Elekta	16.04.2021	EGM			✔️											✔️
	25.08.2021	AGM	✔️		✔️	✔️	✔️	🟡	✔️		✔️				✔️	✔️

Company	Date	Type	Annual report	Sustainability	Allocation of income	Remuneration	Discharge	Board elections	Auditors	Share capital increase	Share capital reduction	Capital structure	Articles of association	Mergers, acquisitions and relocations	Shareholder resolutions	Miscellaneous
Eli Lilly	03.05.2021	AGM				✗		🟡	✗				✓		✓	✓
Elis	20.05.2021	AGM	✓		✓	🟡		✓		✓	🟡					✓
Essity	25.03.2021	AGM	✓		✓	✓	✓	🟡	✓		✓		✓			✓
F5 Networks	11.03.2021	AGM				✗		🟡	✗							
Factset Research Systems	16.12.2021	AGM				✗		✓	✓						✓	
Fresenius SE & Co. KGaA	21.05.2021	AGM	✓		✓	✗	✓	🟡	✓							
Fujifilm Holdings	29.06.2021	AGM			✓	✗		🟡								✓
General Motors	14.06.2021	AGM				✗		🟡	✓						✓	
Gilead Sciences	12.05.2021	AGM				✗		🟡	✗						✓	
Goodman Group	18.11.2021	AGM				✗		🟡	✓							
Hang Seng Bank	26.05.2021	AGM	✓					🟡	✓	✓	✓		✓			
Henkel AG & Co. KGaA	16.04.2021	AGM	✓		✓	✗	✓	✓	✓				✓			
Home Depot	20.05.2021	AGM				✗		🟡	✗						✓	
Honda Motor	23.06.2021	AGM						✓					✓			
Hong Kong Exchange & Clearing	28.04.2021	AGM						🟡	✓	✓	✓					
HP	13.04.2021	AGM				✗		✓	✗						✓	
IBM	27.04.2021	AGM				✗		🟡	✗						✓	
Illinois Tool Works	07.05.2021	AGM				✗		🟡	✓						✓	
Intel	13.05.2021	AGM				✗		✓	✗						✓	
Intertek Group	26.05.2021	AGM	✓		✓	✗		✓	✓	✓	✓		✓			🟡
Intuit	21.01.2021	AGM				✗		🟡	✗							
Jerónimo Martins, SGPS, S.A.	21.04.2021	AGM	✓		✓	✗	✓									
Johnson Matthey	29.07.2021	AGM	✓		✓	✗		🟡	✓	✓	✗					🟡
Juniper Networks	13.05.2021	AGM				✗		🟡	✗							
Kingspan Group	12.02.2021	EGM											✓			✓
	30.04.2021	AGM	✓		✓	✓		🟡	✓	✓	✗					✗
KION Group	11.05.2021	AGM			✓	🟡	🟡		✗		✓		✓			
Klepierre	17.06.2021	MIX	✓		✓	🟡		✓		🟡	✓					✓
Kone	02.03.2021	AGM	✓		✓	✗	✓	🟡	🟡	✓	✓					✓
Koninklijke KPN	14.04.2021	AGM	✓		✓	✓	✓	✓	✓	✓	✓					
Legrand	26.05.2021	MIX	✓		✓	✓		✓		✗	✓		✓			✓

Company	Date	Type	Annual report	Sustainability	Allocation of income	Remuneration	Discharge	Board elections	Auditors	Share capital increase	Share capital reduction	Capital structure	Articles of association	Mergers, acquisitions and relocations	Shareholder resolutions	Miscellaneous
Link REIT	30.07.2021	AGM						✓			✓					✓
L'Oréal	20.04.2021	MIX	✓		✓	⦿		⦿		✓	✓		✓			⦿
Marketaxess Holdings	09.06.2021	AGM				✗		⦿	✗							
Mazda Motor	24.06.2021	AGM				✓		⦿								
Microsoft	30.11.2021	AGM				⦿		⦿	✗						✓	
NEC Corp.	22.06.2021	AGM						✓								✓
Nike	06.10.2021	AGM				✗		⦿	✗						✓	
NN Group	20.05.2021	AGM	✓		✓	✓	✓	✓		✓	✓					
Novo Nordisk	25.03.2021	AGM	✓		✓	⦿		⦿	✓	✓	✓		✓		✗	✓
Nvidia	03.06.2021	AGM				✗		⦿	✓	✗						
Ocado Group	13.05.2021	AGM	✓			⦿		⦿	✓	✓	✗					✗
Omega Healthcare Investors	03.06.2021	AGM				✗		⦿	✗							
Omnicom Group	04.05.2021	AGM				✗		⦿	✓						✓	
OMV	02.06.2021	AGM			✓	⦿	✓	✗	✓		✓					
Oracle	10.11.2021	AGM				✗		⦿	✓						⦿	
Oriental Land	29.06.2021	AGM			✗			✗					✓			
Palo Alto Networks	14.12.2021	AGM				✗		⦿	✓							
Persimmon	28.04.2021	AGM	✓			✓		⦿	✓	✓	✗		✓			✗
Pfizer	22.04.2021	AGM				✗		⦿	✗						✓	
PPG Industries	15.04.2021	AGM				✗		⦿	✓				✓		✓	✓
Publicis Groupe	26.05.2021	MIX	✓		✓	⦿		⦿		⦿	✓		✓			✓
Quest Diagnostics	21.05.2021	AGM				✗		⦿	✗						✓	
Randstad	23.03.2021	AGM	✓		⦿	✓	✓	✓	✓	✓	✓					
	16.12.2021	EGM														✓
RELX Plc	22.04.2021	AGM	✓		✓	✗		⦿	✓	✓	✗					✗
ResMed	18.11.2021	AGM				✗		⦿	✗							
Ricoh	24.06.2021	AGM			✓			⦿								✓
Robert Half International	19.05.2021	AGM				✗		⦿	✓							
S&P Global	05.05.2021	AGM		✗		✗		⦿	✗						✓	
Sanofi	30.04.2021	MIX	✓		✓	⦿		⦿		⦿	✓		✓			✓
Schneider Electric	28.04.2021	MIX	✓		✓	⦿		⦿		⦿	✓					✓
Scor	30.06.2021	MIX	✓		✓	⦿		⦿		⦿	✓		✓			✓

Company	Date	Type	Annual report	Sustainability	Allocation of income	Remuneration	Discharge	Board elections	Auditors	Share capital increase	Share capital reduction	Capital structure	Articles of association	Mergers, acquisitions and relocations	Shareholder resolutions	Miscellaneous
Scout24	08.07.2021	AGM			✓	⦿	✓		✓		✓		✓			
Seagate Technology Holdings	14.04.2021	EGM											✓	✓		✗
	20.10.2021	AGM				✗		⦿	✗							
SEB	20.05.2021	MIX	✓		✓	⦿		⦿	✓	⦿	⦿		⦿			✓
	06.08.2021	EGM						✗							✓	✓
SEI Investments	02.06.2021	AGM				✓		⦿	✓							
Seiko Epson	25.06.2021	AGM			✓	✓		⦿								
Sekisui House	27.04.2021	AGM			✓			✓					✓			✓
Seven & I Holdings Co.	27.05.2021	AGM			✓			⦿								✓
Société Générale	18.05.2021	AGM	✓		✓	⦿		⦿			✓					✓
Sodexo	12.01.2021	AGM	✓		✓	⦿		⦿	✗		✓					✓
SPIE	12.05.2021	AGM	✓		✓	⦿		⦿		✓	✓					⦿
Subaru Corporation	23.06.2021	AGM			✓			✓								✓
Sun Hung Kai Properties	04.11.2021	AGM	✓		✓	⦿		⦿	✓	⦿	✓					
Synopsys	08.04.2021	AGM				✗		⦿	✗						✓	
Target	09.06.2021	AGM				✗		⦿	✗						✓	
Teleperformance	22.04.2021	MIX	✓		✓	⦿		⦿		✓	✓		✓			✓
Tesco	25.06.2021	AGM	✓		✓	✗		⦿	✓	✓	✗		✗			⦿
Texas Instruments	22.04.2021	AGM				✗		⦿	✗						✓	
Trane Technologies	03.06.2021	AGM				✗		⦿	✗	✓						✓
Twitter	27.05.2021	AGM				✗		✓	✓				✓		✓	
UCB	29.04.2021	AGM	✓			⦿	✓	✓	✓							✓
Umicore	29.04.2021	AGM	✓			✓	✓	⦿	✓							✓
Veolia Environnement	22.04.2021	MIX	✓		✗	⦿		⦿		⦿	✗		✓			⦿
Verallia	15.06.2021	MIX	✓		✓	⦿		✗		⦿	✓		✓			✓
Verizon Communications	13.05.2021	AGM				✗		⦿	✗						✓	
Viatis	10.12.2021	AGM				✗		⦿	✗							
Visa	26.01.2021	AGM				✗		⦿	✓				✓		✓	
Vodafone	27.07.2021	AGM	✓		✓	✗		✓	✓	✓	✓		✓			⦿
Waters Corp	11.05.2021	AGM				✗		⦿	✗							
Western Union	14.05.2021	AGM				✗		✓	✓						✓	
Worldline	20.05.2021	MIX	✓		✓	✓		✓		⦿	✓			✓		✓

Company	Date	Type	Annual report	Sustainability	Allocation of income	Remuneration	Discharge	Board elections	Auditors	Share capital increase	Share capital reduction	Capital structure	Articles of association	Mergers, acquisitions and relocations	Shareholder resolutions	Miscellaneous
Xilinx	07.04.2021	EGM				✘								✔		✘
Yum! Brands	11.05.2021	AGM				✘		⚠	✘							

3 Detailed voting recommendations

3M Company

11.05.2021

AGM

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Thomas K. Brown	FOR	FOR	
1.2	Re-elect Ms. Pamela J. Craig	FOR	FOR	
1.3	Re-elect Mr. David B. Dillon	FOR	FOR	
1.4	Re-elect Mr. Michael L. Eskew	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.5	Elect Mr. Jim Fitterling	FOR	FOR	
1.6	Re-elect Mr. Herbert L. Henkel	FOR	FOR	
1.7	Re-elect Ms. Amy Hood	FOR	FOR	
1.8	Re-elect Mr. Muhtar Kent	FOR	FOR	
1.9	Re-elect Dr. oec. Dambisa F. Moyo	FOR	FOR	
1.10	Re-elect Mr. Gregory R. Page	FOR	FOR	
1.11	Re-elect Mr. Michael F. Roman	FOR	● OPPOSE	Combined chairman and CEO.
1.12	Re-elect Ms. Patricia A. Woertz	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	To approve the adoption of the Omnibus Incentive Plan	FOR	● OPPOSE	The non-executive directors receive variable remuneration.
5	Shareholder resolution: Consider Pay Disparity Between Executives and Other Employees	OPPOSE	● FOR	The proposal aims at improving the remuneration policy.
6	Shareholder resolution: Amend Certificate of Incorporation to Become a Public Benefit Corporation	OPPOSE	● FOR	The proposal aims at promoting the company's environmental and social responsibility.

Item	Agenda	Board	Ethos	
1.	Opening of the Meeting	NON-VOTING	NON-VOTING	
2a.	Report of the supervisory board of the past financial year	NON-VOTING	NON-VOTING	
2b.	Approve remuneration report	FOR	FOR	
2c.	Approve remuneration of the supervisory board	FOR	FOR	
3.	Report of the executive board of the past financial year	NON-VOTING	NON-VOTING	
4.	Adoption of the financial statements	FOR	FOR	
5.	Explanation of the policy on reserves and dividends	NON-VOTING	NON-VOTING	
6a.	Discharge of executive board	FOR	FOR	
6b.	Discharge of supervisory board	FOR	FOR	
7.	Composition of the supervisory board			
7a.	Profile of the supervisory board	NON-VOTING	NON-VOTING	
7b.	Election of Luc Volatier	FOR	FOR	
7c.	Election of Eugenie van Wiechen	FOR	● OPPOSE	Concerns over the director's time commitments.
7d.	Announcement concerning vacancies in the supervisory board arising in 2022	NON-VOTING	NON-VOTING	
8.	Election of auditor	FOR	FOR	
9.	Authorisation to repurchase own shares	FOR	FOR	
10a.	Authorisation to issue shares	FOR	FOR	
10b.	Authorisation to restrict or exclude pre-emptive rights	FOR	FOR	
11.	Any other business	NON-VOTING	NON-VOTING	
12.	Closing of the Meeting	NON-VOTING	NON-VOTING	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Jaime Ardila	FOR	FOR	
1.b	Re-elect Mr. Herbert Hainer	FOR	FOR	
1.c	Re-elect Ms. Nancy McKinstry	FOR	● OPPOSE	Concerns over the director's time commitments.
1.d	Elect Ms. Beth E. Mooney	FOR	FOR	
1.e	Re-elect Mr. Gilles Pélisson	FOR	FOR	
1.f	Re-elect Prof. Paula A. Price	FOR	FOR	
1.g	Re-elect Dr. Venkata Murthy Renduchintala	FOR	FOR	
1.h	Re-elect Mr. David Rowland	FOR	FOR	
1.i	Re-elect Mr. Arun Sarin	FOR	FOR	
1.j	Re-elect Ms. Julie Sweet	FOR	FOR	
1.k	Re-elect Mr. Frank Kui Tang	FOR	FOR	
1.l	Re-elect Ms. Tracey T. Travis	FOR	● OPPOSE	Concerns over the director's time commitments.
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor and approve their remuneration	FOR	FOR	
4	Grant the authority to issue shares under Irish law	FOR	FOR	
5	Grant the authority to opt-out of pre-emption rights under Irish law	FOR	FOR	
6	Determine the price range at which the company can re-allot shares that it acquires as treasury shares under Irish law	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. iur. Amy L. Banse	FOR	FOR	
1.2	Elect Ms. Melanie Boulden	FOR	FOR	
1.3	Re-elect Mr. Frank A. Calderoni	FOR	FOR	
1.4	Re-elect Mr. James E. Daley	FOR	● OPPOSE	<p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.5	Re-elect Ms. Laura B. Desmond	FOR	FOR	
1.6	Re-elect Mr. Shantanu Narayen	FOR	● OPPOSE	Combined chairman and CEO.
1.7	Re-elect Ms. Kathleen Oberg	FOR	FOR	
1.8	Re-elect Mr. Dheeraj Pandey	FOR	FOR	
1.9	Re-elect Mr. David A. Ricks	FOR	FOR	
1.10	Re-elect Mr. Daniel L. Rosensweig	FOR	FOR	
1.11	Re-elect Dr. John E. Warnock	FOR	● OPPOSE	<p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
2	To approve the adoption of the Omnibus Incentive Plan	FOR	● OPPOSE	The non-executive directors receive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Daniel P. Amos	FOR	● OPPOSE	Combined chairman and CEO.
1.2	Re-elect Mr. W. Paul Bowers	FOR	FOR	
1.3	Re-elect Mr. Toshihiko Fukuzawa	FOR	FOR	
1.4	Re-elect Mr. Thomas J. Kenny	FOR	FOR	
1.5	Re-elect Ms. Georgette D. Kiser	FOR	FOR	
1.6	Re-elect Ms. Karole F. Lloyd	FOR	FOR	
1.7	Re-elect Mr. Nobuchika Mori	FOR	FOR	
1.8	Re-elect Mr. Joseph L. Moskowitz	FOR	FOR	
1.9	Re-elect Prof. Dr. Barbara K. Rimer	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.10	Re-elect Prof. Katherine T. Rohrer	FOR	FOR	
1.11	Re-elect Mr. Melvin T. Stith	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Mala Anand	FOR	FOR	
1.2	Re-elect Mr. Boon Hwee Koh	FOR	● OPPOSE	Concerns over the director's time commitments.
1.3	Re-elect Mr. Michael R. McMullen	FOR	FOR	
1.4	Re-elect Dr. Daniel Podolsky	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.

Item	Agenda	Board	Ethos
1	Approve merger agreement between Agnico Eagle Mines Limited and Kirkland Lake Gold Ltd	FOR	FOR

Item	Agenda	Board	Ethos	
1	Receive the Annual Report	NON-VOTING	NON-VOTING	
2	Approve the Dividend	FOR	FOR	
3	Approve Discharge of Management Board	FOR	FOR	
4	Approve Discharge of Supervisory Board	FOR	FOR	
5	Approve Remuneration System for the Management Board members	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
6	Approve Remuneration of the Supervisory Board members and related amendments to the Articles of Association	FOR	● OPPOSE	The proposed increase relative to the previous year is excessive.
7	Amend Articles: Term of office of Supervisory Board members	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	1/ To approve the allocation of income and the dividend payment ; 2/ To approve the dividend reinvestment plan (option for scrip dividend)	FOR	● OPPOSE	Scrip dividend issued with a 10% discount.
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
5	To re-elect PricewaterhouseCoopers as auditor for 6 years	FOR	● OPPOSE	The non-audit fees exceed our guidelines.
6	Non-renewal and non-replacement of Jean-Christophe Georghiou as alternate statutory auditor	FOR	FOR	
7	To re-elect Mazars as auditor for 6 years	FOR	FOR	
8	Non-renewal and non-replacement of Jean-Maurice El Nouchi as alternate statutory auditor	FOR	FOR	
9	To approve the Chairman-CEO new remuneration policy	FOR	FOR	
10	To approve the non-executive new remuneration policy	FOR	FOR	
11	To approve the remuneration report	FOR	FOR	
12	Ex-post binding "Say on Pay" vote on the Chairman-CEO remuneration	FOR	FOR	
13	To approve a treasury share buy-back and disposal programme	FOR	FOR	
14	To authorise a potential reduction in the company's share capital	FOR	FOR	
15	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
16	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
17	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	● OPPOSE	Potential excessive awards and the information provided is insufficient.
18	Amendment of the Articles of Association aimed at deleting provisions relating to preferred shares	FOR	FOR	

Item	Agenda	Board	Ethos	
19	To harmonize the Articles of Association with applicable legal and regulatory provisions	FOR	FOR	
20	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
21	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
22	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
23	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
24	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
25	To depart from the legal rules defining the maximum discount for capital increase without pre-emptive rights (up to 10% of share capital) by public issuance	FOR	● OPPOSE	Discount of the share price over a 6 month period is not in line with French market practice.
26	To approve issues of shares or other capital related securities as a payment for any public exchange offer	FOR	FOR	
27	To approve issuance of securities by subsidiaries offering access to the parent company's capital	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
28	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. James A. Bell	FOR	FOR	
1.2	Re-elect Mr. Timothy D. Cook	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
1.3	Re-elect Mr. Al Gore	FOR	● OPPOSE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.4	Re-elect Ms. Andrea Jung	FOR	FOR	
1.5	Re-elect Dr. Arthur D. Levinson	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.6	Elect Ms. Monica C. Lozano	FOR	FOR	
1.7	Re-elect Dr. Ronald D. Sugar	FOR	FOR	
1.8	Re-elect Ms. Susan L. Wagner	FOR	FOR	
2	Re-election of the auditor	FOR	FOR	
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Proxy access	OPPOSE	● FOR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.
5	Shareholder resolution: Improve executive remuneration to include pay ratios and other factors	OPPOSE	● FOR	The proposal aims at improving the remuneration policy.

Item	Agenda	Board	Ethos	
1	Financial statements as at 31 December 2020	FOR	FOR	
2	Allocation of profit for the year	FOR	FOR	
3.1	Binding vote on the remuneration policy	FOR	FOR	
3.2	Advisory vote on the remuneration paid in 2020	FOR	● OPPOSE	The information provided on the performance targets is insufficient.
4.1	Appointment of the members of the Board of Statutory Auditors	NON-VOTING	NON-VOTING	
4.1.1	Slate of nominees submitted by Aquafil Holding SpA	NO RECOMME ND.	● DO NOT VOTE	The information provided is insufficient.
4.1.2	Slate of nominees submitted by a group of institutional investors	NO RECOMME ND.	● FOR	No concerns regarding the independent nominee.
4.2	Appointment of the Chairperson of the Board of Statutory Auditors	WITH-DRAWN	WITH-DRAWN	
4.3	Determination of the remuneration of Statutory Auditors	FOR	FOR	
A	Deliberations on possible legal action against Directors if presented by shareholders	NO RECOMME ND.	● OPPOSE	This proposal was not disclosed in the agenda before the annual general meeting.

Item	Agenda	Board	Ethos	
1	Authorization for the purchase and disposal of treasury stock	FOR	● OPPOSE	The repurchase price is too high.

Item	Agenda	Board	Ethos	
1a.	Opening of the Meeting	NON-VOTING	NON-VOTING	
1b.	Announcements	NON-VOTING	NON-VOTING	
2.	Report of the supervisory board for the financial year 2020	NON-VOTING	NON-VOTING	
3.	Report of the executive board for the financial year 2020	NON-VOTING	NON-VOTING	
4a.	Adoption of the financial statements	FOR	FOR	
4b.	Approve allocation of income	FOR	FOR	
5a.	Discharge of executive board	FOR	FOR	
5b.	Discharge of supervisory board	FOR	FOR	
6.	Election of auditor	FOR	FOR	
7a.	Approve remuneration report	FOR	FOR	
7b.	Approve remuneration of the supervisory board for the past FY 2020	FOR	FOR	
8.	Approve executive remuneration policy	FOR	FOR	
9.	Election of Peter Oosterveer to the executive board	FOR	FOR	
10.	Composition of the supervisory board			
10a.	Election of Carla Mahieu	FOR	● OPPOSE	Concerns over the director's time commitments.
10b.	Election of Niek Hoek	FOR	FOR	
10c.	Election of Wee Gee Ang	FOR	FOR	
10d.	Announcement concerning vacancies in the supervisory board arising in 2022	NON-VOTING	NON-VOTING	
11a.	Authorisation to issue shares	FOR	FOR	
11b.	Authorisation to issue shares in connection with stock dividend	FOR	FOR	
11c.	Authorisation to restrict or exclude pre-emptive rights	FOR	FOR	
12.	Authorisation to repurchase own shares	FOR	FOR	
13.	Reduce share capital via cancellation of shares	FOR	FOR	
14.	Any other business	NON-VOTING	NON-VOTING	
15.	Closing of the Meeting	NON-VOTING	NON-VOTING	

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 30 April 2021	FOR	FOR	
2	Advisory vote on Directors' Remuneration report	FOR	● OPPOSE	Excessive total remuneration. Performance targets are not sufficiently challenging.
3	Binding vote on Directors' Remuneration policy	FOR	● OPPOSE	Excessive discretion of the remuneration committee in determining the performance criteria. The potential variable remuneration exceeds our guidelines.
4	Declare a final dividend	FOR	FOR	
	Elections to the Board of Directors			
5	Re-elect Mr. Paul Walker	FOR	FOR	
6	Re-elect Mr. Brendan C. Horgan	FOR	● OPPOSE	Executive director sitting on the nomination committee, which is not best practice.
7	Re-elect Mr. Michael Pratt	FOR	FOR	
8	Re-elect Mr. Angus G. Cockburn	FOR	FOR	
9	Re-elect Ms. Lucinda Riches	FOR	FOR	
10	Re-elect Ms. Tanya Fratto	FOR	FOR	
11	Re-elect Mr. John Lindsley Ruth	FOR	FOR	
12	Re-elect Ms. Jillian Easterbrook	FOR	FOR	
13	Appoint Deloitte as auditor	FOR	FOR	
14	Auditor's remuneration	FOR	FOR	
15	Long-Term Incentive Plan 2021	FOR	● OPPOSE	Potential excessive awards.
16	Directors' authority to allot shares	FOR	FOR	
17	Disapplication of pre-emption rights on the issue of shares for cash	FOR	FOR	
18	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	FOR	FOR	
19	Purchase of own shares	FOR	● OPPOSE	The amount to be repurchased exceeds 10% of the share capital.
20	Authority to call general meetings on short notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.

Item	Agenda	Board	Ethos
21	Adoption of new Articles of Association	FOR	FOR

Item	Agenda	Board	Ethos	
1a	Approval of the 2020 financial statements	FOR	FOR	
1b	Allocation of the 2020 profit and distribution of dividends	FOR	FOR	
2a (EGM)	Amendments to the Bylaws concerning the par value of shares	FOR	FOR	
2b (EGM)	Amendment to Art. 9.1 of the Bylaws, on equity items of the Life and the Property & Casualty Businesses	FOR	FOR	
3a	Binding vote on the remuneration policy	FOR	FOR	
3b	Advisory vote on the remuneration paid in 2020	FOR	● OPPOSE	Excessive total remuneration.
4a	Long-Term Incentive Plan 2021-2023	FOR	FOR	
4b	Authorization for the purchase and disposal of treasury shares for the purpose of incentive plans	FOR	FOR	
4c (EGM)	Authorization to increase the share capital in execution of the 2021-2023 Long-Term Incentive Plan	FOR	FOR	
A	Deliberations on possible legal action against Directors if presented by shareholders		● OPPOSE	Shareholders voting by proxy cannot approve in advance any unannounced proposal.

Item	Agenda	Board	Ethos	
1.	Election of the chairman of the Meeting	FOR	FOR	
2.	Preparation and approval of the voting register	FOR	FOR	
3.	Approval of the agenda	FOR	FOR	
4.	Election of persons to verify the minutes of the Meeting	FOR	FOR	
5.	Determination whether the Meeting has been duly convened	FOR	FOR	
6.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	NON-VOTING	NON-VOTING	
7a.	Adoption of the financial statements	FOR	FOR	
7b (i).	Discharge of Staffan Bohman	FOR	FOR	
7b (ii).	Discharge of Tina Donikowski	FOR	FOR	
7b (iii).	Discharge of Johan Forssell	FOR	FOR	
7b (iv).	Discharge of Anna Ohlsson-Leijon	FOR	FOR	
7b (v).	Discharge of Mats Rahmström	FOR	FOR	
7b (vi).	Discharge of Gordon Riske	FOR	FOR	
7b (vii).	Discharge of Hans Stråberg	FOR	FOR	
7b (viii).	Discharge of Peter Wallenberg Jr	FOR	FOR	
7b (ix).	Discharge of Sabine Neuss	FOR	FOR	
7b (x).	Discharge of Mikael Bergstedt	FOR	FOR	
7b (xi).	Discharge of Benny Larsson	FOR	FOR	
7b (xii).	Discharge of the CEO	FOR	FOR	
7c.	Approve allocation of income and dividend	FOR	FOR	
7d.	Approve record date for dividend payment	FOR	FOR	
8a.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	FOR	FOR	
8b.	Resolution on the number of auditors to be appointed	FOR	FOR	
9.	Composition of the board of directors			
9a (i).	Election of Staffan Bohman	FOR	● OPPOSE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
9a (ii).	Election of Tina Donikowski	FOR	FOR	

Item	Agenda	Board	Ethos	
9a (iii).	Election of Johan Forssell	FOR	● OPPOSE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
9a (iv).	Election of Anna Ohlsson-Leijon	FOR	● OPPOSE	Concerns over the director's time commitments.
9a (v).	Election of Mats Rahmström	FOR	FOR	
9a (vi).	Election of Gordon Riske	FOR	● OPPOSE	Concerns over the director's time commitments.
9a (vii).	Election of Hans Stråberg	FOR	● OPPOSE	Concerns over the director's time commitments.
9a (viii).	Election of Peter Wallenberg jr.	FOR	FOR	
9b.	Election of the Chairman of the board	FOR	● OPPOSE	Concerns over the director's time commitments.
9c.	Election of auditor	FOR	FOR	
10a.	Approve directors' fees	FOR	FOR	
10b.	Approve auditors' fees	FOR	FOR	
11a.	Approve remuneration report	FOR	● OPPOSE	We do not consider the performance period for the long-term incentive plan to be long enough.
11b.	Approve share-related incentive plan	FOR	● OPPOSE	We do not consider the performance period for the long-term incentive plan to be long enough.
12a.	Authorisation to repurchase own shares in connection with the share-related incentive plan 2021	FOR	● OPPOSE	We do not consider the performance period for the long-term incentive plan to be long enough.
12b.	Authorisation to repurchase own shares in connection with the remuneration of the board of directors in the form of synthetic shares	FOR	FOR	
12c.	Transfer of own shares in connection with the share-related incentive plan 2021	FOR	● OPPOSE	We do not consider the performance period for the long-term incentive plan to be long enough.
12d.	Transfer of own shares in connection with the remuneration of the board of directors in the form of synthetic shares	FOR	FOR	
12e.	Authorisation to transfer own shares in connection with share-related incentive plans 2016, 2017 and 2018	FOR	FOR	

Item	Agenda	Board	Ethos
13.	Closing of the Meeting	NON-VOTING	NON-VOTING

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	● OPPOSE	Concerns regarding the auditors having all the required information in the subsidiaries at the time of writing their report.
3	To approve the allocation of income and the dividend payment	FOR	FOR	
	Board main features			
4	Re-election of Vivek Badrinath as a Director for 3 years	FOR	FOR	
5	Re-election of Bertrand Meunier as a Director for 3 years	FOR	FOR	
6	Re-election of Aminata Niane as a Director for 3 years	FOR	FOR	
7	Re-election of Lynn Paine as a Director for 3 years	FOR	FOR	
8	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
9	Ex-post binding "Say on Pay" vote on the Chair individual remuneration	FOR	FOR	
10	Ex-post binding "Say on Pay" vote on the CEO individual remuneration	FOR	● OPPOSE	The information provided on the performance targets is insufficient.
11	To approve the remuneration report	FOR	FOR	
12	To approve the non-executive new remuneration policy	FOR	FOR	
13	To approve the Chairman new remuneration policy	FOR	FOR	
14	To approve the executives new remuneration policy	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
15	Say on the Company's ambition on decarbonation	FOR	FOR	
16	To approve a treasury share buy-back and disposal programme	FOR	FOR	
17	To authorise a potential reduction in the company's share capital	FOR	FOR	
18	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
19	To authorise capital increases for employees of the foreign companies of the Group.	FOR	FOR	

Item	Agenda	Board	Ethos
20	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	FOR
21	To amend articles 25, 28 and 33 of the Bylaws regarding the crossing of statutory thresholds	FOR	FOR
22	Delegation of powers for the completion of formalities	FOR	FOR

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Andrew Anagnost	FOR	FOR	
1.2	Re-elect Ms. Karen Blasing	FOR	FOR	
1.3	Re-elect Mr. Reid French	FOR	FOR	
1.4	Re-elect Dr. elec. eng. Ayanna Howard	FOR	FOR	
1.5	Re-elect Mr. Blake J. Irving	FOR	FOR	
1.6	Re-elect Ms. Mary T. McDowell	FOR	● OPPOSE	Concerns over the director's time commitments.
1.7	Re-elect Mr. Stephen D. Milligan	FOR	FOR	
1.8	Re-elect Ms. Lorrie M. Norrington	FOR	FOR	
1.9	Re-elect Ms. Betsy Rafael	FOR	FOR	
1.10	Re-elect Mr. Stacy J. Smith	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Peter Bisson	FOR	FOR	
1.b	Re-elect Mr. Richard T. Clark	FOR	● OPPOSE	The director is 75 years old, which exceeds guidelines.
1.c	Re-elect Ms. Linnie M. Haynesworth	FOR	FOR	
1.d	Re-elect Mr. John P. Jones	FOR	FOR	
1.e	Re-elect Ms. Francine S. Katsoudas	FOR	FOR	
1.f	Re-elect Ms. Nazzic S. Keene	FOR	FOR	
1.g	Re-elect Mr. Thomas J. Lynch	FOR	FOR	
1.h	Re-elect Mr. Scott F. Powers	FOR	FOR	
1.i	Re-elect Mr. William J. Ready	FOR	● OPPOSE	Concerns over the director's time commitments.
1.j	Re-elect Mr. Carlos A. Rodriguez	FOR	FOR	
1.k	Re-elect Ms. Sandra S. Wijnberg	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration. Excessive variable remuneration.
3	Re-election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Workforce involvement in corporate governance	OPPOSE	● FOR	The nomination of an employee representative would better protect the interests of the non-management employees.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Douglas H. Brooks	FOR	FOR	
1.2	Re-elect Ms. Linda A. Goodspeed	FOR	FOR	
1.3	Re-elect Mr. Earl J. Graves Jr.	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.4	Re-elect Mr. Enderson Guimaraes	FOR	FOR	
1.5	Re-elect Mr. D. Bryan Jordan	FOR	FOR	
1.6	Re-elect Ms. Gale V. King	FOR	FOR	
1.7	Re-elect Mr. George R. Mrkonic Jr.	FOR	FOR	
1.8	Re-elect Mr. William C. Rhodes III	FOR	● OPPOSE	Combined chairman and CEO.
1.9	Re-elect Ms. Jill A. Soltau	FOR	FOR	
2	Re-election of Ernst & Young LLP as the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated. Excessive variable remuneration.
4	Shareholder resolution: Report on climate transition plan	OPPOSE	● FOR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Bradley A. Alford	FOR	FOR	
1.2	Re-elect Mr. Anthony K. Anderson	FOR	FOR	
1.3	Re-elect Mr. Mark J. Barrenechea	FOR	FOR	
1.4	Re-elect Mr. Mitchell R. Butier	FOR	● OPPOSE	Combined chairman and CEO.
1.5	Re-elect Mr. Ken C. Hicks	FOR	FOR	
1.6	Re-elect Mr. Andres Lopez	FOR	FOR	
1.7	Re-elect Mr. Patrick T. Siewert	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.8	Re-elect Ms. Julia A. Stewart	FOR	FOR	
1.9	Re-elect Ms. Martha N. Sullivan	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns. On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. W. Geoffrey Beattie	FOR	FOR	
1.2	Re-elect Mr. Gregory D. Brenneman	FOR	FOR	
1.3	Re-elect Ms. Cynthia Carroll	FOR	FOR	
1.4	Re-elect Mr. Clarence P. Cazalot Jr.	FOR	FOR	
1.5	Re-elect Ms. Nelda Janine Connors	FOR	FOR	
1.6	Re-elect Mr. Gregory L. Ebel	FOR	FOR	
1.7	Re-elect Ms. Lynn Elsenhans	FOR	FOR	
1.8	Re-elect Mr. John Rice	FOR	FOR	
1.9	Re-elect Mr. Lorenzo Simonelli	FOR	● WITHHOLD	Combined chairman and CEO.
1.10	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
2	Election of the auditor	FOR	FOR	
3	To approve and amend the Employee Stock Purchase Plan	FOR	FOR	
4	To approve the 2021 Long-Term Incentive Plan	FOR	● OPPOSE	The non-executive directors receive variable remuneration.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Linda Z. Cook	FOR	FOR	
1.2	Re-elect Mr. Joseph J. Echevarria	FOR	FOR	
1.3	Re-elect Mr. Thomas P. Gibbons	FOR	FOR	
1.4	Elect Ms. Amy M. Gilliland	FOR	FOR	
1.5	Re-elect Dr. oec. Jeffrey A. Goldstein	FOR	FOR	
1.6	Elect Mr. K. Guru Gowrappan	FOR	FOR	
1.7	Elect Mr. Ralph Izzo	FOR	FOR	
1.8	Re-elect Dr. Edmund F. Kelly	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
1.9	Re-elect Ms. Elizabeth E. Robinson	FOR	FOR	
1.10	Re-elect Mr. Samuel C. Scott III	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
1.11	Re-elect Mr. Frederick O. Terrell	FOR	FOR	
1.12	Re-elect Mr. Alfred W. Zollar	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	FOR	
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

Item	Agenda	Board	Ethos
1	Decision to amend article 6 of the articles of association of the Company: authorisation to issue shares	FOR	FOR
2	Decision to amend article 28 of the articles of association of the Company: appointment of the proxy holder	FOR	FOR
3	Decision to amend article 29 of the articles of association of the Company: right to ask questions	FOR	FOR
4	Decision to amend article 30 of the articles of association of the Company: proceedings	FOR	FOR
5	Decision to amend article 32 of the articles of association of the Company: voting at General Meetings	FOR	FOR

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Corie S. Barry	FOR	FOR	
1.2	Re-elect Ms. Lisa M. Caputo	FOR	FOR	
1.3	Re-elect Mr. J. Patrick Doyle	FOR	FOR	
1.4	Re-elect Mr. David W. Kenny	FOR	FOR	
1.5	Elect Mr. Mario J. Marte	FOR	FOR	
1.6	Re-elect Ms. Karen A. McLoughlin	FOR	FOR	
1.7	Re-elect Mr. Thomas L. Millner	FOR	FOR	
1.8	Re-elect Ms. Claudia F. Munce	FOR	FOR	
1.9	Re-elect Ms. Richelle P. Parham	FOR	FOR	
1.10	Elect Mr. Steven E. Rendle	FOR	FOR	
1.11	Re-elect Mr. Eugene Woods	FOR	FOR	
2	Election of the auditor	FOR	FOR	
3	Advisory vote on executive remuneration	FOR	FOR	
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Concerns over the high special meeting consent threshold of 25%.

Item	Agenda	Board	Ethos	
1	1) To approve the parent company's financial statements; 2) To approve specific luxury or non-deductible expenses	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	Discharge of the Board	FOR	FOR	
4	To approve the allocation of income and the dividend payment	FOR	FOR	
5	Approval of the related-party agreement entered into by the Company with Institut Mérieux regarding an addendum	FOR	● OPPOSE	Concerns over one or more related party agreements that are not in the interests of shareholders.
6	Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the	FOR	FOR	
7	Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the	FOR	FOR	
8	Approval of the related-party agreement entered into by the Company with the bioMérieux Endowment Fund	FOR	FOR	
	Board main features			
9	Re-election of Alain Mérieux as a Founding Chairman for 4 years	FOR	FOR	
10	Re-election of Marie-Paule Kieny as a Director for 4 years	FOR	FOR	
11	Re-election of Fanny Letier as a Director for 4 years	FOR	FOR	
12	To approve the remuneration report	FOR	FOR	
13	To approve the new chairman-CEO remuneration policy	FOR	● OPPOSE	The information provided on the performance targets is insufficient.
14	To approve the new deputy CEO remuneration policy	FOR	● OPPOSE	The information provided on the performance targets is insufficient.
15	To approve the non-executive new remuneration policy	FOR	FOR	
16	Ex-post binding "Say on Pay" vote on the individual remuneration	FOR	FOR	
17	Ex-post binding "Say on Pay" vote on on the Chairman-CEO remuneration, Alexandre Mérieux	FOR	FOR	

Item	Agenda	Board	Ethos	
18	Ex-post binding "Say on Pay" vote on the deputy CEO, Pierre Boulud	FOR	● OPPOSE	Some important elements of best practice are missing from the structure of the executive remuneration.
19	To approve a treasury share buy-back and disposal programme	FOR	FOR	
20	To authorise a potential reduction in the company's share capital	FOR	● OPPOSE	The capital reduction is incompatible with the long-term interests of the majority of the company's stakeholders.
21	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	● OPPOSE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.
22	1)Global allowance to issue capital related securities without pre-emptive rights by public issuance ; 2)To approve issues of shares or other capital related securities as a payment for any public exchange offer	FOR	● OPPOSE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.
23	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.
24	To depart from the legal rules defining the maximum discount for capital increase without pre-emptive rights (up to 10% of share capital)	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
25	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
26	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	● OPPOSE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.
27	To authorise capital increases by transfer of reserves	FOR	FOR	
28	To approve issuance of securities by subsidiaries offering access to the parent company's capital	FOR	● OPPOSE	The purpose of the proposed authorisation is incompatible with the long-term interests of the company's shareholders.
29	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	● OPPOSE	The information provided on the performance targets is insufficient.
30	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	

Item	Agenda	Board	Ethos	
31	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
32	To limit capital increases with or without pre-emptive rights	FOR	FOR	
33	Amendments to Articles 12, 14, 15 and 17 of the Company's bylaws	FOR	FOR	
34	Approval of the conversion of the Company into a European Company (Societas Europaea) and the terms of the	FOR	● OPPOSE	The amendment has a negative impact on the rights or interests of all or some of the shareholders.
35	Adoption of the Company's bylaws in its new legal form as a European Company	FOR	● OPPOSE	The amendment has a negative impact on the rights or interests of all or some of the shareholders.
36	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Receive the Annual Report	NON-VOTING	NON-VOTING	
2	Approve the Dividend	FOR	FOR	
3	Approve Discharge of Management Board	FOR	FOR	
4	Approve Discharge of Supervisory Board	FOR	FOR	
5	Appoint the Auditors	FOR	FOR	
6	Approve Remuneration System for the Management Board members	FOR	FOR	
7a	Amend Remuneration of the Supervisory Board members	FOR	● OPPOSE	The proposed increase relative to the previous year is excessive and not justified.
7b	Approve Remuneration of the Supervisory Board members	FOR	● OPPOSE	The proposed increase relative to the previous year is not justified.

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
	Board main features			
5	Re-election of Ana Giros Calpe as a Director for 4 years	FOR	FOR	
6	Re-election of Lucia Sinapi-Thomas as a Director for 4 years	FOR	FOR	
7	Re-election of André François-Poncet as a Director for 4 years	FOR	FOR	
8	Re-election of Jerome Michiels as a Director for 4 years	FOR	FOR	
9	Election of Julie Avrane-Chopard as a Director for 4 years	FOR	FOR	
10	To ratify the co-optation of Christine Anglade-Pirzadeh as a Director for 3 years	FOR	FOR	
11	To approve the remuneration report	FOR	● OPPOSE	Some important elements of best practice are missing from the structure of the executive remuneration.
12	Ex-post binding "Say on Pay" vote on the individual remuneration of the chair	FOR	FOR	
13	Ex-post binding "Say on Pay" vote on the executive individual remuneration	FOR	● OPPOSE	Excessive discretion of the remuneration committee in adjusting the performance criteria that were approved by shareholders.
14	To approve the non-executive new remuneration policy	FOR	FOR	
15	To approve the chairman new remuneration policy	FOR	● OPPOSE	The proposed increase relative to the previous year is excessive and not justified.
16	To approve the executives new remuneration policy	FOR	● OPPOSE	Concerns over the increase of the long-term remuneration that is not justified and considered excessive.
17	To approve a treasury share buy-back and disposal programme	FOR	FOR	
18	To limit capital increases with or without pre-emptive rights	FOR	FOR	

Item	Agenda	Board	Ethos	
19	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
20	To authorise capital increases by transfer of reserves	FOR	FOR	
21	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
22	To approve issues of shares or other capital related securities as a payment for any public exchange offer	FOR	FOR	
23	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
24	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
25	To depart from the legal rules defining the maximum discount for capital increase without pre-emptive rights (up to 10% of share capital)	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
26	"Green shoe" authorisation	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
27	To authorise new option plans (existing shares)	FOR	FOR	
28	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	● OPPOSE	Potential excessive awards.
29	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
30	To authorise a potential reduction in the company's share capital	FOR	FOR	
31	To amend Article 10 : identification of shareholders	FOR	FOR	
32	To amend Article 15.2 : consultation of the Board	FOR	FOR	
33	To amend the Articles on the maximum age of the Chairman	FOR	FOR	
34	To amend the Articles on the maximum age of the CEO	FOR	FOR	
35	To modify the Article 22 : auditors	FOR	FOR	
36	To change Articles provisions in line with legal requirements	FOR	FOR	
37	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Fabiola R. Arredondo	FOR	FOR	
1.2	Re-elect Mr. Howard M. Averill	FOR	FOR	
1.3	Re-elect Mr. John P. Bilbrey	FOR	FOR	
1.4	Re-elect Mr. Mark A. Clouse	FOR	FOR	
1.5	Re-elect Mr. Bennett Dorrance	FOR	FOR	
1.6	Re-elect Ms. Maria Teresa Hilado	FOR	FOR	
1.7	Elect Mr. Grant H. Hill	FOR	FOR	
1.8	Re-elect Ms. Sarah Hofstetter	FOR	FOR	
1.9	Re-elect Mr. Marc B. Lautenbach	FOR	FOR	
1.10	Re-elect Ms. Mary Alice Dorrance Malone	FOR	FOR	
1.11	Re-elect Mr. Keith R. McLoughlin	FOR	FOR	
1.12	Re-elect Mr. Kurt T. Schmidt	FOR	FOR	
1.13	Re-elect Mr. Archbold D. van Beuren	FOR	FOR	
2	Re-election of PwC as the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Simple majority vote	OPPOSE	● FOR	The introduction of simple majority voting is in the interests of shareholders.
5	Shareholder resolution: Virtual shareholder meetings	OPPOSE	● FOR	The proposal aims at improving shareholder rights.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Ms. Carrie S. Cox	FOR	● OPPOSE	Concerns over the director's time commitments.
1.b	Re-elect Mr. Bruce L. Downey	FOR	FOR	
1.c	Re-elect Ms. Sheri H. Edison	FOR	FOR	
1.d	Re-elect Mr. David C. Evans	FOR	FOR	
1.e	Re-elect Ms. Patricia A. Hemingway Hall	FOR	FOR	
1.f	Re-elect Mr. Akhil Johri	FOR	FOR	
1.g	Re-elect Mr. Michael C. Kaufmann	FOR	FOR	
1.h	Re-elect Mr. Gregory B. Kenny	FOR	FOR	
1.i	Re-elect Ms. Nancy Killefer	FOR	FOR	
1.j	Re-elect Mr. Dean A. Scarborough	FOR	FOR	
1.k	Re-elect Mr. John H. Weiland	FOR	FOR	
2	Re-election of the auditor	FOR	FOR	
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration. Excessive variable remuneration.
4	To approve the adoption of the 2021 Long-Term Incentive Plan	FOR	● OPPOSE	Potential excessive awards.
5	Amend articles of association: reduce threshold for calling a special meeting of shareholders	FOR	FOR	
6	Shareholder resolution: Independent chairman	OPPOSE	OPPOSE	

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
5	Re-election of Alexandre Bompard as a Director for 3 years	FOR	FOR	
6	Re-election of Philippe Houzé as a Director for 3 years	FOR	FOR	
7	Re-election of Stéphane Israël as a Director for 3 years	FOR	FOR	
8	Re-election of Claudia Almeida e Silva as a Director for 3 years	FOR	FOR	
9	Re-election of Nicolas Bazire as a Director for 3 years	FOR	● OPPOSE	Concerns over the director's time commitments.
10	Re-election of Stéphane Courbit as a Director for 3 years	FOR	FOR	
11	Re-election of Aurore Domont as a Director for 3 years	FOR	FOR	
12	Re-election of Mathilde Lemoine as a Director for 3 years	FOR	FOR	
13	Re-election of Patricia Moulin as a Director for 3 years	FOR	FOR	
14	To re-elect Deloitte & Associés as auditor for 6 years; To not re-elect BEAS as substitute external auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
15	To not re-elect KPMG SA as auditor; To not re-elect Salustro as substitute external auditor	FOR	FOR	
16	To approve the remuneration report	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
17	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Alexandre Bompard, Chairman and CEO	FOR	● OPPOSE	Excessive total remuneration.
18	To approve the new executive remuneration policy of Alexandre Bompard, Chairman and CEO	FOR	● OPPOSE	Excessive total remuneration.
19	To approve the new non-executive remuneration policy	FOR	FOR	

Item	Agenda	Board	Ethos	
20	To approve a treasury share buy-back and disposal programme	FOR	FOR	
21	To authorise a potential reduction in the company's share capital	FOR	FOR	
22	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
23	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
24	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
25	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
26	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
27	To authorise capital increases by transfer of reserves	FOR	FOR	
28	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
29	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	● OPPOSE	The information provided is insufficient. The potential variable remuneration exceeds our guidelines.
30	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Alain Bouchard	FOR	● WITHHOLD Concerns over the director's attendance rate, which was below 75% during the year under review.
1.b	Re-elect Mr. George A. Cope	FOR	FOR
1.c	Re-elect Ms. Paule Doré	FOR	● WITHHOLD The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.d	Re-elect Ms. Julie Godin	FOR	FOR
1.e	Re-elect Mr. Serge Godin	FOR	FOR
1.f	Re-elect Mr. Timothy J. Hearn	FOR	● WITHHOLD The director is over 75 years old, which exceeds guidelines.
1.g	Re-elect Mr. Andre Imbeau	FOR	FOR
1.h	Re-elect Mr. Gilles Labbé	FOR	FOR
1.i	Re-elect Mr. Michael B. Pedersen	FOR	FOR
1.j	Elect Mr. Stephen S. Poloz	FOR	FOR
1.k	Elect Mr. Mary Powell	FOR	FOR
1.l	Re-elect Ms. Alison C. Reed	FOR	FOR
1.m	Re-elect Mr. Michael E. Roach	FOR	FOR
1.n	Re-elect Mr. George D. Schindler	FOR	FOR
1.o	Re-elect Ms. Kathy N. Waller	FOR	FOR
1.p	Re-elect Mr. Joakim Westh	FOR	FOR
2	Re-election of PricewaterhouseCoopers LLP as the auditor and authorisation to the audit committee to fix its compensation	FOR	FOR
3	Amend articles of association: virtual meetings	FOR	FOR

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Walter W. Bettinger II	FOR	FOR	
1.2	Re-elect Ms. Joan T. Dea	FOR	FOR	
1.3	Re-elect Mr. Christopher V. Dodds	FOR	● OPPOSE	Non independent director (former executive). The board is not sufficiently independent.
1.4	Re-elect Mr. Mark A. Goldfarb	FOR	● OPPOSE	Non independent director (business connections with the company). The board is not sufficiently independent.
1.5	Re-elect Mr. Bharat B. Masrani	FOR	FOR	
1.6	Re-elect Mr. Charles A. Ruffel	FOR	● OPPOSE	Non independent director (various reasons). The board is not sufficiently independent.
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Disclose lobbying contributions	OPPOSE	● FOR	Enhanced disclosure on lobbying expenses.
5	Shareholder resolution: Board Declassification	OPPOSE	● FOR	The proposal aims at improving the company's corporate governance.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Robert M. Calderoni	FOR	FOR	
1.b	Re-elect Ms. Nanci E. Caldwell	FOR	FOR	
1.c	Re-elect Mr. Murray J. Demo	FOR	FOR	
1.d	Re-elect Dr. Ajei S. Gopal	FOR	FOR	
1.e	Re-elect Mr. David J. Henshall	FOR	FOR	
1.f	Re-elect Mr. Thomas E. Hogan	FOR	FOR	
1.g	Re-elect Ms. Moira A. Kilcoyne	FOR	FOR	
1.h	Elect Mr. Robert E. Knowling Jr.	FOR	FOR	
1.i	Re-elect Mr. Peter J. Sacripanti	FOR	FOR	
1.j	Re-elect Mr. J. Donald Sherman	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Simple majority voting	OPPOSE	● FOR	The introduction of simple majority voting is in the interests of shareholders.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Amy L. Banse	FOR	FOR	
1.2	Re-elect Dr. Richard H. Carmona	FOR	● OPPOSE	Concerns over the director's time commitments.
1.3	Re-elect Mr. Spencer C. Fleischer	FOR	FOR	
1.4	Re-elect Ms. Esther Lee	FOR	FOR	
1.5	Re-elect Mr. A.D. David Mackay	FOR	FOR	
1.6	Re-elect Mr. Paul Parker	FOR	FOR	
1.7	Re-elect Ms. Linda J. Rendle	FOR	FOR	
1.8	Re-elect Mr. Matthew J. Shattock	FOR	FOR	
1.9	Re-elect Ms. Kathryn A. Tesija	FOR	FOR	
1.10	Re-elect Mr. Russell J. Weiner	FOR	FOR	
1.11	Re-elect Mr. Christopher J. Williams	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Re-election of Ernst & Young LLP as the auditor	FOR	FOR	
4	Amend and restate the 2005 Stock Incentive Plan	FOR	● OPPOSE	Excessive discretion of the remuneration committee. Potential excessive awards.
5	Shareholder resolution: Employee representation on board of directors	OPPOSE	● FOR	The nomination of an employee representative would better protect the interests of the non-management employees.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Terrence A. Duffy	FOR	● OPPOSE	Combined chairman and CEO.
1.2	Re-elect Mr. Timothy S. Bitsberger	FOR	FOR	
1.3	Re-elect Mr. Charles P. Carey	FOR	FOR	
1.4	Re-elect Mr. Dennis H. Chookaszian	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
1.5	Re-elect Mr. Bryan Durkin	FOR	● OPPOSE	Non independent director (former executive). The board is not sufficiently independent.
1.6	Re-elect Ms. Ana Dutra	FOR	FOR	
1.7	Re-elect Mr. Martin J. Gepsman	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Mr. Larry G. Gerdes	FOR	FOR	
1.9	Re-elect Mr. Daniel R. Glickman	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.10	Re-elect Mr. Daniel G. Kaye	FOR	FOR	
1.11	Re-elect Ms. Phyllis M. Lockett	FOR	● OPPOSE	Non independent director and the board size is excessive.
1.12	Re-elect Prof. Deborah J. Lucas	FOR	FOR	
1.13	Re-elect Ms. Terry L. Savage	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
1.14	Re-elect Ms. Rahael Seifu	FOR	FOR	
1.15	Re-elect Mr. William R. Shepard	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.16	Re-elect Mr. Howard J. Siegel	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.17	Re-elect Mr. Dennis A. Suskind	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
2	Election of the auditor	FOR	FOR	

Item	Agenda	Board	Ethos	
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.

Item	Agenda	Board	Ethos	
1.	Report on the Company's activities	NON-VOTING	NON-VOTING	
2.	Adoption of the financial statements	FOR	FOR	
3.	Approve allocation of income and dividend	FOR	FOR	
4.	Approve remuneration report	FOR	● OPPOSE	The long-term incentive plan is not subject to challenging performance conditions.
5.	Approve directors' fees	FOR	FOR	
6.	Approve executive remuneration policy	FOR	● OPPOSE	The long-term incentive plan is not subject to challenging performance conditions.
7.	Composition of the board of directors			
7.1.	Election of Lars Søren Rasmussen	FOR	FOR	
7.2.	Election of Niels Peter Louis-Hansen	FOR	FOR	
7.3.	Election of Jette Nygaard-Andersen	FOR	FOR	
7.4.	Election of Carsten Hellmann	FOR	FOR	
7.5.	Election of Marianne Wiinholt	FOR	● ABSTAIN	Concerns over the director's time commitments. Oppose is not allowed.
7.6.	Election of Annette Bröls	FOR	FOR	
8.	Election of auditor	FOR	● ABSTAIN	The auditor's long tenure raises independence concerns. On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services. Oppose is not allowed.
9.	Any other business	NON-VOTING	NON-VOTING	

Item	Agenda	Board	Ethos
1.	Opening of the Meeting	NON-VOTING	NON-VOTING
2.	Report of the executive board for the financial year 2020	NON-VOTING	NON-VOTING
3.	Adoption of the financial statements	FOR	FOR
4.	Approve remuneration report	FOR	FOR
5.	Explanation of the policy on reserves and dividends	NON-VOTING	NON-VOTING
6.	Approve allocation of income	FOR	FOR
7.	Discharge of executive board	FOR	FOR
8.	Discharge of supervisory board	FOR	FOR
9.	Election of Eddy van Rhede van der Kloot to the executive board	FOR	FOR
	Composition of the supervisory board		
10.	Election of Dessi Temperley	FOR	FOR
11.	Election of Mathieu Vrijzen	FOR	FOR
12.	Authorisation to issue shares	FOR	FOR
13.	Authorisation to restrict or exclude pre-emptive rights	FOR	FOR
14.	Authorisation to issue additional shares in connection with mergers, acquisitions and/or (strategic) alliances	FOR	FOR
15.	Authorisation to restrict or exclude pre-emptive rights in connection with mergers, acquisitions and/or (strategic) alliances	FOR	FOR
16.	Authorisation to repurchase own shares	FOR	FOR
17.	Reduce share capital via cancellation of shares	FOR	FOR
18.	Election of auditor	FOR	FOR
19.	Any other business	NON-VOTING	NON-VOTING
20.	Closing of the Meeting	NON-VOTING	NON-VOTING

Item	Agenda	Board	Ethos	
1	Approval of the Directors' Report and the accounts for 2020	FOR	FOR	
2	Approval of the consolidated Directors' report and the consolidated accounts for 2020	FOR	FOR	
3	Approval of the corporate governance report for 2020	FOR	FOR	
4	Approval of the non-financial information report for 2020	FOR	FOR	
5	Allocation of income	FOR	● OPPOSE	The proposed dividend is inconsistent with the company's financial situation.
6	Express a vote of confidence in the corporate bodies of the Company	FOR	FOR	
7	Acquisition of own shares	FOR	FOR	
8	Sale by the Company of its own shares	FOR	FOR	
9	Change of the current management and supervision structure	FOR	FOR	
10	Amendment of the Company's Articles of Association	FOR	FOR	
11	Election of governing bodies for the 2021-2023 period			
11.A	Elect the Presiding Board of the General Meeting	FOR	FOR	
11.B	Elect the Board of Directors	FOR	● OPPOSE	The board is not sufficiently independent in our view and the proposed slate would not improve the level of independence.
11.C	Elect the Statutory Auditor	FOR	FOR	
12	Remuneration Policy 2021-2023	FOR	● OPPOSE	The information provided on the performance targets is insufficient.

Item	Agenda	Board	Ethos
1	Approval of the individual interim balance sheet of the Company as of 30 September 2021	FOR	FOR
2	Approval of the distribution of a dividend of €0.085 per share	FOR	FOR

Item	Agenda	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Susan L. Decker	FOR	FOR
1.2	Re-elect Mr. Kenneth D. Denman	FOR	FOR
1.3	Re-elect Mr. Richard A. Galanti	FOR	<p>● WITHHOLD</p> <p>Executive director. The board is not sufficiently independent.</p>
1.4	Re-elect Mr. W. Craig Jelinek	FOR	FOR
1.5	Re-elect Ms. Sally Jewell	FOR	FOR
1.6	Re-elect Mr. Charles T. Munger	FOR	<p>● WITHHOLD</p> <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.7	Re-elect Mr. Jeffrey S. Raikes	FOR	FOR
2	Re-election of KPMG as the auditor	FOR	FOR
3	Advisory vote on executive remuneration	FOR	<p>● OPPOSE</p> <p>Excessive variable remuneration.</p> <p>We do not consider the performance period for the long-term incentive plan to be long enough.</p>

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Fernando Aguirre	FOR	FOR	
1.2	Re-elect Mr. C. David Brown II	FOR	FOR	
1.3	Re-elect Ms. Alecia A. DeCoudreaux	FOR	FOR	
1.4	Re-elect Ms. Nancy-Ann M. DeParle	FOR	FOR	
1.5	Re-elect Mr. David W. Dorman	FOR	FOR	
1.6	Re-elect Mr. Roger N. Farah	FOR	FOR	
1.7	Re-elect Ms. Anne M. Finucane	FOR	FOR	
1.8	Re-elect Mr. Edward J. Ludwig	FOR	FOR	
1.9	Elect Ms. Karen S. Lynch	FOR	FOR	
1.10	Re-elect Mr. Jean-Pierre Millon	FOR	FOR	
1.11	Re-elect Ms. Mary L. Schapiro	FOR	FOR	
1.12	Re-elect Mr. William C. Weldon	FOR	FOR	
1.13	Re-elect Mr. Tony L. White	FOR	FOR	
2	Election of the auditor	FOR	FOR	
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Independent chairman	OPPOSE	OPPOSE	

Item	Agenda	Board	Ethos	
1	Dividend Allocation	FOR	FOR	
2	Election of Directors			
22	Re-elect Mr. Keiichi Yoshii	FOR	● OPPOSE	Combined chairman and CEO.
2.2	Re-elect Mr. Takeshi Kosokabe	FOR	FOR	
2.3	Re-elect Mr. Hirotsugu Otomo	FOR	FOR	
2.4	Re-elect Mr. Tatsuya Urakawa	FOR	FOR	
2.5	Re-elect Mr. Kazuhito Dekura	FOR	FOR	
2.6	Re-elect Mr. Yoshinori Ariyoshi	FOR	FOR	
2.7	Re-elect Mr. Keisuke Shimonishi	FOR	FOR	
2.8	Re-elect Mr. Nobuya Ichiki	FOR	FOR	
2.9	Elect Mr. Yoshiyuki Murata	FOR	● OPPOSE	Concerns over the director's time commitments.
2.10	Re-elect Mr. Kazuyoshi Kimura	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
2.11	Re-elect Mr. Yutaka Shigemori	FOR	FOR	
2.12	Re-elect Ms. Yukiko Yabu	FOR	FOR	
2.13	Re-elect Mr. Yukinori Kuwano	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
2.14	Re-elect Prof. Miwa Seki	FOR	FOR	
3	Election of 2 Corporate Auditors			
3.1	Elect Mr. Tadatoshi Maeda as a Corporate Auditor	FOR	FOR	
3.2	Elect Mr. Katsuji Kishimoto as a Corporate Auditor	FOR	FOR	
4	Approve bonus payment for executive directors	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To receive the audited consolidated financial statements of the company	FOR	FOR	
2	Approve the dividend	FOR	FOR	
3	Approve Directors Fees	FOR	● OPPOSE	The remuneration of the non-executive chairman largely exceeds that of the other non-executive board members without adequate justification.
4	Election of the auditor	FOR	FOR	
	Elections of directors	FOR	FOR	
5	Re-elect Mr. Piyush Gupta	FOR	FOR	
6	Elect Ms. Punita Lal	FOR	FOR	
7	Elect Mr. Anthony Lim	FOR	FOR	
8	Approve the revision of the DBSH share plan	FOR	● OPPOSE	Excessive variable remuneration.
9	Approve the revision of the California sub-plan	FOR	● OPPOSE	Potential excessive awards. No individual caps are disclosed.
10	To grant a mandate to issue shares	FOR	FOR	
11	To grant a mandate to issue shares for the Scrip Dividend Scheme	FOR	FOR	
12	Renewal of share repurchase	FOR	FOR	

Item	Agenda	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Michael S. Dell	FOR	● WITHHOLD Combined chairman and CEO.
1.2	Re-elect Mr. David W. Dorman	FOR	FOR
1.3	Re-elect Mr. Egon P. Durban	FOR	● WITHHOLD Concerns over the director's time commitments.
1.4	Re-elect Mr. William D. Green	FOR	FOR
1.5	Re-elect Mr. Simon Patterson	FOR	FOR
1.6	Re-elect Ms. Lynn M. Vojvodich	FOR	FOR
1.7	Re-elect Ms. Ellen J. Kullman (representative of Class C shareholders)	FOR	FOR
2	Election of the auditor	FOR	● OPPOSE The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE Excessive variable remuneration.

Item	Agenda	Board	Ethos
1	Authorization for the convertibility of the equity-linked bond denominated "€500'000'000 Zero Coupon Equity Linked Bonds due 2028"	FOR	FOR

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Arnold S. Barron	FOR	FOR	
1.b	Re-elect Mr. Gregory M. Bridgeford	FOR	FOR	
1.c	Re-elect Mr. Thomas W. Dickson	FOR	FOR	
1.d	Re-elect Mr. Lemuel E. Lewis	FOR	FOR	
1.e	Re-elect Mr. Jeffrey G. Naylor	FOR	FOR	
1.f	Elect Ms. Winnie Y. Park	FOR	FOR	
1.g	Re-elect Mr. Bob Sasser	FOR	FOR	
1.h	Re-elect Ms. Stephanie P. Stahl	FOR	FOR	
1.i	Re-elect Ms. Carrie A. Wheeler	FOR	● OPPOSE	Concerns over the director's time commitments.
1.j	Re-elect Mr. Thomas E. Whiddon	FOR	FOR	
1.k	Elect Mr. Michael A. Witynski	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	To approve the adoption of the 2021 Omnibus Incentive Plan	FOR	● OPPOSE	Potential excessive awards.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. John P. Case	FOR	FOR	
1.2	Re-elect Mr. James B. Connor	FOR	● OPPOSE	Combined chairman and CEO.
1.3	Re-elect Ms. Tamara D. Fischer	FOR	FOR	
1.4	Re-elect Mr. Norman K. Jenkins	FOR	FOR	
1.5	Elect Ms. Kelly T. Killingsworth	FOR	FOR	
1.6	Re-elect Ms. Melanie R. Sabelhaus	FOR	FOR	
1.7	Re-elect Mr. Peter M. Scott III	FOR	FOR	
1.8	Re-elect Mr. David P. Stockert	FOR	FOR	
1.9	Re-elect Mr. Chris Sultemeier	FOR	FOR	
1.10	Re-elect Mr. Michael E. Szymanczyk	FOR	FOR	
1.11	Re-elect Mr. Warren M. Thompson	FOR	FOR	
1.12	Re-elect Ms. Lynn C. Thurber	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.

Item	Agenda	Board	Ethos	
1.	Elections to the Board of Directors			
1a.	Re-elect Mr. Craig Arnold	FOR	● OPPOSE	Combined chairman and CEO.
1b.	Re-elect Mr. Christopher M. Connor	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1c.	Re-elect Mr. Olivier Leonetti	FOR	FOR	
1d.	Re-elect Ms. Deborah L. McCoy	FOR	● OPPOSE	Non-independent member of the audit committee, the composition of the audit committee is unsatisfactory.
1e.	Re-elect Mr. Silvio Napoli	FOR	FOR	
1f.	Re-elect Mr. Gregory R. Page	FOR	● OPPOSE	Non-independent member of the remuneration committee, the composition of the remuneration committee is unsatisfactory.
1g.	Re-elect Ms. Sandra Pianalto	FOR	FOR	
1h.	Re-elect Ms. Lori J. Ryerkerk	FOR	FOR	
1i.	Re-elect Mr. Gerald B. Smith	FOR	FOR	
1j.	Re-elect Ms. Dorothy C. Thompson	FOR	FOR	
2.	To appoint Ernst & Young as independent auditor for the 2021 fiscal year and to authorise the Audit Committee to set the auditor fees	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3.	Advisory Approval of the Company's Executive Compensation	FOR	● OPPOSE	Excessive variable remuneration.
4.	Directors' authority to allot shares	FOR	FOR	
5.	Granting the Board Authority to Opt-Out of Pre-emption Rights	FOR	FOR	
6.	Authorisation of the Company and Any Subsidiary of the Company to Make Overseas Market Purchases of Company Shares	FOR	● OPPOSE	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	To approve the dividend reinvestment plan (option for scrip dividend)	FOR	FOR	
	Board main features			
5	Re-election of Sylvia Coutinho as a Director for 4 years	FOR	FOR	
6	Re-election of Françoise Gri as a Director for 4 years	FOR	FOR	
7	Election of Angeles Garcia-Poveda as a Director for 4 years	FOR	FOR	
8	Election of Monica Mondardini as a Director for 4 years	FOR	● OPPOSE	Concerns over the director's time commitments.
9	Election of Philippe Vallée as a Director for 4 years	FOR	FOR	
10	To approve the new executive remuneration policy for the Chairman-CEO.	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
11	To approve the non-executive new remuneration policy	FOR	FOR	
12	To approve Directors' fees	FOR	FOR	
13	To approve the remuneration report	FOR	● OPPOSE	Some important elements of best practice are missing from the structure of the executive remuneration.
14	Ex-post binding "Say on Pay" vote on the executive individual remuneration for the Chairman-CEO, Bertrand Dumazy.	FOR	● OPPOSE	The information provided on the performance targets is insufficient.
15	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
16	To approve a treasury share buy-back and disposal programme	FOR	FOR	
17	To authorise the Board to issue performance shares for employees and/or executive directors	FOR	● OPPOSE	Potential excessive awards.

Item	Agenda	Board	Ethos	
18	Approval of the transformation of the Company's corporate form into a European Company and the terms of the transformation project	FOR	● OPPOSE	The amendment has a negative impact on the rights or interests of all or some of the shareholders.
19	Name of the Company - Adoption of the Articles of Association of the Company in its new form as a European Company	FOR	● OPPOSE	The amendment has a negative impact on the rights or interests of all or some of the shareholders.
20	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos
1.	Election of the chairman of the Meeting	FOR	FOR
2.1.	Election of Petra Hedengran to verify the minutes of the Meeting	FOR	FOR
2.2.	Election of Peter Guve to verify the minutes of the Meeting	FOR	FOR
3.	Preparation and approval of the voting register	FOR	FOR
4.	Approval of the agenda	FOR	FOR
5.	Determination whether the Meeting has been duly convened	FOR	FOR
6.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	NON-VOTING	NON-VOTING
7.	Adoption of the financial statements	FOR	FOR
8.	Approve allocation of income and dividend	FOR	FOR
9.1.	Discharge of Kai Wörn	FOR	FOR
9.2.	Discharge of Lorna Donatone	FOR	FOR
9.3.	Discharge of Hans Ola Meyer	FOR	FOR
9.4.	Discharge of Daniel Nodhäll	FOR	FOR
9.5.	Discharge of Martine Snels	FOR	FOR
9.6.	Discharge of Carsten Voigtländer	FOR	FOR
9.7.	Discharge of Katharine Clark	FOR	FOR
9.8.	Discharge of Ulf Karlsson	FOR	FOR
9.9.	Discharge of Joachim Nord	FOR	FOR
9.10.	Discharge of Per Magnusson	FOR	FOR
9.11.	Discharge of Alberto Zanata	FOR	FOR
10.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	FOR	FOR
11.1.	Approve directors' fees	FOR	FOR
11.2.	Approve auditors' fees	FOR	FOR
12.	Composition of the board of directors		
12.1.	Election of Kai Wörn	FOR	FOR
12.2.	Election of Lorna Donatone	FOR	FOR
12.3.	Election of Hans Ola Meyer	FOR	FOR
12.4.	Election of Daniel Nodhäll	FOR	FOR
12.5.	Election of Martine Snels	FOR	FOR
12.6.	Election of Carsten Voigtländer	FOR	FOR
12.7.	Election of Katharine Clark	FOR	FOR

Item	Agenda	Board	Ethos	
12.8.	Election of the Chairman of the board	FOR	FOR	
13.	Election of auditor	FOR	FOR	
14.	Approve remuneration report	FOR	● OPPOSE	We do not consider the performance period for the long-term incentive plan to be long enough.
15a.	Approve share-related incentive plan	FOR	● OPPOSE	We do not consider the performance period for the long-term incentive plan to be long enough.
15b.	Approve equity swap agreement to secure the delivery of shares to participants in connection with share-related incentive plan 2021	FOR	● OPPOSE	We do not consider the performance period for the long-term incentive plan to be long enough.
16.	Introduction of Article 11 to the Articles of Association	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Kofi A. Bruce	FOR	FOR	
1.2	Re-elect Mr. Leonard S. Coleman	FOR	● OPPOSE	The director has been sitting on the board for 20 years, which exceeds guidelines.
1.3	Re-elect Mr. Jeffrey T. Huber	FOR	FOR	
1.4	Re-elect Ms. Talbott Roche	FOR	FOR	
1.5	Re-elect Mr. Richard A. Simonson	FOR	FOR	
1.6	Re-elect Mr. Luis A. Ubinas	FOR	FOR	
1.7	Re-elect Ms. Heidi J. Ueberroth	FOR	FOR	
1.8	Re-elect Mr. Andrew Wilson	FOR	● OPPOSE	Combined chairman and CEO.
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Allow shareholders to act by written consent	FOR	● OPPOSE	The threshold of 25% of all shares to request a record date to initiate written consent is considered too high.
5	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM. The proposed threshold is more shareholder friendly than the one requested by the board under item 4.

Elekta

16.04.2021

EGM

Item	Agenda	Board	Ethos
1.	Election of the chairman of the Meeting	FOR	FOR
2.	Preparation and approval of the voting register	FOR	FOR
3.	Approval of the agenda	FOR	FOR
4.1.	Election of Per Colleen to verify the minutes of the Meeting	FOR	FOR
4.2.	Election of Caroline Sjösten to verify the minutes of the Meeting	FOR	FOR
5.	Determination whether the Meeting has been duly convened	FOR	FOR
6.	Approve allocation of income and dividend	FOR	FOR

Item	Agenda	Board	Ethos	
1.	Opening of the Meeting	NON-VOTING	NON-VOTING	
2.	Election of the chairman of the Meeting	FOR	FOR	
3.	Preparation and approval of the voting register	FOR	FOR	
4.	Approval of the agenda	FOR	FOR	
5.1.	Election of Per Colleen to verify the minutes of the Meeting	FOR	FOR	
5.2.	Election of Filippa Gerstädt to verify the minutes of the Meeting	FOR	FOR	
6.	Determination whether the Meeting has been duly convened	FOR	FOR	
7.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	NON-VOTING	NON-VOTING	
8.	Adoption of the financial statements	FOR	FOR	
9.	Approve allocation of income and dividend	FOR	FOR	
10.1.	Discharge of Laurent Leksell	FOR	FOR	
10.2.	Discharge of Caroline Leksell Cooke	FOR	FOR	
10.3.	Discharge of Johan Malmquist	FOR	FOR	
10.4.	Discharge of Wolfgang Reim	FOR	FOR	
10.5.	Discharge of Jan Secher	FOR	FOR	
10.6.	Discharge of Birgitta Stymne Göransson	FOR	FOR	
10.7.	Discharge of Cecilia Wikström	FOR	FOR	
10.8.	Discharge of Gustaf Salford	FOR	FOR	
10.9.	Discharge of Richard Hausmann	FOR	FOR	
11.1.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	FOR	FOR	
11.2.	Resolution on the number of deputy directors to be appointed	FOR	FOR	
12.1.	Approve directors' fees	FOR	FOR	
12.2.	Approve auditors' fees	FOR	FOR	
13.	Composition of the board of directors			
13.1.	Election of Laurent Leksell	FOR	● OPPOSE	<p>Representative of an important shareholder who is sufficiently represented on the board.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>

Item	Agenda	Board	Ethos	
13.2.	Election of Caroline Leksell Cooke	FOR	FOR	
13.3.	Election of Johan Malmquist	FOR	● OPPOSE	Concerns over the director's time commitments.
13.4.	Election of Wolfgang Reim	FOR	● OPPOSE	Concerns over the director's time commitments.
13.5.	Election of Jan Secher	FOR	FOR	
13.6.	Election of Birgitta Stymne Göransson	FOR	FOR	
13.7.	Election of Cecilia Wikström	FOR	FOR	
13.8.	Election of the Chairman of the board	FOR	● OPPOSE	As Ethos did not support his election to the board of directors, he cannot be elected as chairman.
14.	Election of auditor	FOR	FOR	
15.	Approve remuneration report	FOR	FOR	
16a.	Approve share-related incentive plan	FOR	FOR	
16b.	Transfer of own shares in connection with the share-related incentive plan 2021	FOR	FOR	
17.	Authorisation to transfer own shares in connection with share-related incentive plans 2019, 2020 and 2021	FOR	FOR	
18a.	Authorisation to repurchase own shares	FOR	FOR	
18b.	Authorisation to transfer own shares in connection with company acquisitions	FOR	FOR	
19.	Authorisation to decide on donations	FOR	FOR	
20.	Shareholder proposal: To convert series A shares into series B shares, and to amend Article 5 of the Articles of Association accordingly	NO RECOMMENDATION.	● FOR	The proposal to give each share an equal vote is in line with the principle of fair and equal treatment of all shareholders.
21.	Closing of the Meeting	NON-VOTING	NON-VOTING	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Katherine Baicker	FOR	● OPPOSE	Non independent director (various reasons). The board is not sufficiently independent.
1.2	Re-elect Mr. J. Erik Fyrwald	FOR	● OPPOSE	Non independent director (business connections with the company). The board is not sufficiently independent.
1.3	Re-elect Mr. Jamere Jackson	FOR	FOR	
1.4	Elect Ms. Gabrielle Sulzberger	FOR	FOR	
1.5	Re-elect Mr. Jackson Peter (Jack) Tai	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Declassify the Board of Directors	FOR	FOR	
5	Eliminate Supermajority Vote Requirement	FOR	FOR	
6	Shareholder resolution: Disclose lobbying contributions	OPPOSE	● FOR	Enhanced disclosure on lobbying expenses.
7	Shareholder resolution: Independent chairman	OPPOSE	● FOR	The separation of functions allows an effective supervision of the management by the board.
8	Shareholder resolution: Implement a bonus deferral policy	OPPOSE	● FOR	The proposal aims at improving the remuneration policy.
9	Shareholder resolution: Disclosure on clawbacks	OPPOSE	● FOR	Enhanced disclosure on executive remuneration.

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
5	Re-election of Florence Noblot as a Director for 4 years	FOR	FOR	
6	Re-election of Joy Verlé as a Director for 4 years	FOR	FOR	
7	Re-election of Anne-Laure Commault as a Director for 4 years	FOR	FOR	
8	To approve the modifications of the 2020 remuneration policy of the Management Board Chairman	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated.
9	To approve the modifications of the 2020 remuneration policy of the Management Board members	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated.
10	To approve the Chairman of the Supervisory Board new remuneration policy	FOR	FOR	
11	To approve the Members of the Supervisory Board new remuneration policy	FOR	FOR	
12	To approve the Chairman of the Management Board new remuneration policy	FOR	● OPPOSE	Concerns over the pension allowance which exceeds guidelines.
13	To approve the Members of the Management Board new remuneration policy	FOR	● OPPOSE	Concerns over the pension allowance which exceeds guidelines.
14	To approve the remuneration report	FOR	● OPPOSE	Some important elements of best practice are missing from the structure of the executive remuneration.
15	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Thierry Morin, Chair of the Supervisory Board	FOR	FOR	
16	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Xavier Martiré, Chair of the Management Board	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated.

Item	Agenda	Board	Ethos	
17	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Louis Guyot, member of the Management Board	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated.
18	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Mathieu Lechardy, member of the Management Board	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated.
19	To approve Directors' fees	FOR	FOR	
20	To approve a treasury share buy-back and disposal programme	FOR	FOR	
21	To authorise capital increases related to a foreign all-employee share ownership plan	FOR	FOR	
22	To authorise a potential reduction in the company's share capital	FOR	● OPPOSE	The company proposes to cancel shares despite its significant capital need.
23	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos
1.	Election of the chairman of the Meeting	FOR	FOR
2a.	Election of Madeleine Wallmark to verify the minutes of the Meeting	FOR	FOR
2b.	Election of Anders Oscarsson to verify the minutes of the Meeting	FOR	FOR
3.	Preparation and approval of the voting register	FOR	FOR
4.	Determination whether the Meeting has been duly convened	FOR	FOR
5.	Approval of the agenda	FOR	FOR
6.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	NON-VOTING	NON-VOTING
7a.	Adoption of the financial statements	FOR	FOR
7b.	Approve allocation of income and dividend	FOR	FOR
7c (i).	Discharge of Ewa Björling	FOR	FOR
7c (ii).	Discharge of Pär Boman	FOR	FOR
7c (iii).	Discharge of Maija-Liisa Friman	FOR	FOR
7c (iv).	Discharge of Annemarie Gardshol	FOR	FOR
7c (v).	Discharge of Magnus Groth	FOR	FOR
7c (vi).	Discharge of Susanna Lind	FOR	FOR
7c (vii).	Discharge of Bert Nordberg	FOR	FOR
7c (viii).	Discharge of Louise Svanberg	FOR	FOR
7c (ix).	Discharge of Örjan Svensson	FOR	FOR
7c (x).	Discharge of Lars Rebien Sørensen	FOR	FOR
7c (xi).	Discharge of Barbara Milian Thoralfsson	FOR	FOR
7c (xii).	Discharge of Niclas Thulin	FOR	FOR
7c (xiii).	Discharge of the CEO	FOR	FOR
8.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	FOR	FOR
9.	Resolution on the number of auditors to be appointed	FOR	FOR
10.1.	Approve directors' fees	FOR	FOR
10.2.	Approve auditors' fees	FOR	FOR
11.	Composition of the board of directors		
11a.	Election of Ewa Björling	FOR	FOR

Item	Agenda	Board	Ethos	
11b.	Election of Pär Boman	FOR	● OPPOSE	Concerns over the director's time commitments.
11c.	Election of Annemarie Gardshol	FOR	● OPPOSE	Concerns over the director's time commitments.
11d.	Election of Magnus Groth	FOR	FOR	
11e.	Election of Bert Nordberg	FOR	FOR	
11f.	Election of Louise Svanberg	FOR	FOR	
11g.	Election of Lars Rebien Sørensen	FOR	FOR	
11h.	Election of Barbara M. Thoralfsson	FOR	FOR	
11i.	Election of Torbjörn Lööf	FOR	FOR	
12.	Election of the Chairman of the board	FOR	● OPPOSE	Concerns over the director's time commitments.
13.	Election of auditor	FOR	FOR	
14.	Approve executive remuneration policy	FOR	FOR	
15.	Approve remuneration report	FOR	FOR	
16a.	Authorisation to repurchase own shares	FOR	FOR	
16b.	Authorisation to repurchase own shares	FOR	FOR	
17.	Amendment of Articles 1 and 11 of the Articles of Association	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Sandra E. Bergeron	FOR	FOR	
1.2	Elect Ms. Elizabeth L. Buse	FOR	FOR	
1.3	Re-elect Mr. Michel Combes	FOR	● OPPOSE	Concerns over the director's attendance rate, which was below 75% during the year under review.
1.4	Re-elect Mr. Michael L. Dreyer	FOR	FOR	
1.5	Re-elect Mr. Alan J. Higginson	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.6	Re-elect Mr. Peter S. Klein	FOR	FOR	
1.7	Re-elect Mr. François Locoh-Donou	FOR	FOR	
1.8	Re-elect Mr. Nikhil Mehta	FOR	FOR	
1.9	Re-elect Ms. Marie E. Myers	FOR	● OPPOSE	Concerns over the director's time commitments.
1.10	Elect Mr. Sripada Shivananda	FOR	FOR	
2	To approve the adoption of the Omnibus Incentive Plan	FOR	● OPPOSE	Potential excessive awards.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Elect Mr. Siew Kai Choy	FOR	FOR	
1.b	Elect Mr. Lee Shavel	FOR	FOR	
1.c	Re-elect Mr. Joseph R. Zimmel	FOR	FOR	
2	Re-election of Ernst & Young as the auditor	FOR	FOR	
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration. Performance targets are not sufficiently challenging.
4	Shareholder resolution: Proxy access	OPPOSE	● FOR	The proposal aims at improving shareholder rights.

Item	Agenda	Board	Ethos	
1	Receive the Annual Report and Approve the Annual Financial Statements	FOR	FOR	
2	Approve the Dividend	FOR	FOR	
3	Approve Discharge of Personally Liable Partner	FOR	FOR	
4	Approve Discharge of Supervisory Board	FOR	FOR	
5	Appoint the Auditors	FOR	FOR	
6	Approve Remuneration System for the Management Board members	FOR	● OPPOSE	The information provided on the performance targets is insufficient.
7	Approve Remuneration of the Supervisory Board members and related amendments to the Articles of Association	FOR	● OPPOSE	The non-executive directors receive variable remuneration.
	Board main features			
8a	Elections to the Supervisory Board: Prof. Dr. med. D. Michael Albrecht	FOR	FOR	
8b	Elections to the Supervisory Board: Michael Diekmann	FOR	FOR	
8c	Elections to the Supervisory Board: Wolfgang Kirsch	FOR	FOR	
8d	Elections to the Supervisory Board: Prof. Dr. med. Iris Löw-Friedrich	FOR	● OPPOSE	Concerns over the director's time commitments.
8e	Elections to the Supervisory Board: Klaus-Peter Müller	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
8f	Elections to the Supervisory Board: Hauke Stars	FOR	FOR	
9a	Elections to the Joint Committee: Michael Diekmann	FOR	FOR	
9b	Elections to the Joint Committee: Hauke Stars	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Dividend Allocation	FOR	FOR	
2	Election of Directors			
2.1	Re-elect Mr. Kenji Sukeno	FOR	FOR	
2.2	Re-elect Mr. Teiichi Goto	FOR	FOR	
2.3	Re-elect Mr. Kouichi Tamai	FOR	FOR	
2.4	Re-elect Mr. Takashi Iwasaki	FOR	FOR	
2.5	Re-elect Mr. Takatoshi Ishikawa	FOR	FOR	
2.6	Re-elect Mr. Junji Okada	FOR	FOR	
2.7	Re-elect Mr. Tatsuo Kawada	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
2.8	Re-elect Mr. Kunitaro Kitamura	FOR	FOR	
2.9	Re-elect Ms. Makiko Eda	FOR	FOR	
2.10	Re-elect Mr. Takashi Shimada	FOR	FOR	
2.11	Elect Mr. Masayuki Higuchi	FOR	FOR	
3	Elect Ms. Motoko Kawasaki as a Corporate Auditor	FOR	FOR	
4	Approve new restricted and performance-based share plans for executive directors	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
5	Approve payment of special bonus to Mr. Shigetaka Komori	FOR	● OPPOSE	Concerns over the special retirement bonus for the former CEO of the company.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Mary T. Barra	FOR	● OPPOSE	Combined chairman and CEO.
1.2	Re-elect Mr. Wesley G. Bush	FOR	FOR	
1.3	Re-elect Ms. Linda R. Gooden	FOR	FOR	
1.4	Re-elect Mr. Joseph Jimenez	FOR	FOR	
1.5	Re-elect Ms. Jane L. Mendillo	FOR	FOR	
1.6	Re-elect Ms. Jami Miscik	FOR	FOR	
1.7	Re-elect Ms. Patricia F. Russo	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.8	Re-elect Mr. Thomas M. Schoewe	FOR	FOR	
1.9	Re-elect Ms. Carol M. Stephenson	FOR	FOR	
1.10	Elect Mr. Mark A. Tatum	FOR	FOR	
1.11	Re-elect Mr. Devin Wenig	FOR	FOR	
1.12	Elect Ms. Margaret C. Whitman	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	FOR	
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Link Greenhouse Gas Emission Targets to Executive Remuneration	OPPOSE	● FOR	The proposal aims at improving the remuneration policy and increasing the management's accountability in regard to climate change.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Prof. Dr. Jacqueline K. Barton	FOR	FOR	
1.2	Elect Dr. Jefferey A. Bluestone	FOR	FOR	
1.3	Re-elect Dr. Sandra J. Horning	FOR	FOR	
1.4	Re-elect Ms. Kelly A. Kramer	FOR	FOR	
1.5	Re-elect Mr. Kevin E. Lofton	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.6	Re-elect Mr. Harish Manwani	FOR	FOR	
1.7	Re-elect Mr. Daniel O'Day	FOR	● OPPOSE	Combined chairman and CEO.
1.8	Elect Mr. Javier J. Rodriguez	FOR	FOR	
1.9	Elect Mr. Anthony Welters	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	OPPOSE	● FOR	The separation of functions allows an effective supervision of the management by the board.

Item	Agenda	Board	Ethos	
	To receive the annual report for the year ended 30 June 2021	NON-VOTING	NON-VOTING	
1	Re-election of KPMG as the auditor of Goodman Logistics (HK) Limited	FOR	FOR	
	Elections of directors			
2	Re-elect Ms. Rebecca McGrath	FOR	FOR	
3.a	Re-elect Mr. Danny Peeters	FOR	● OPPOSE	Executive director. The number of executives on the board exceeds market practice.
3.b	Re-elect Mr. Danny Peeters as board member of Goodman Logistics (HK) Limited	FOR	FOR	
4	Re-elect Mr. David Collins as board member of Goodman Logistics (HK) Limited	FOR	FOR	
5	Advisory vote on the remuneration report	FOR	● OPPOSE	Excessive variable remuneration.
6	Grant of Performance Rights to Mr. Gregory Goodman (CEO)	FOR	● OPPOSE	Excessive variable remuneration.
7	Grant of Performance Rights to Mr. Danny Peeters (Head Central Europe and Brazil)	FOR	● OPPOSE	Excessive variable remuneration.
8	Grant of Performance Rights to Mr. Anthony Rozic (Deputy CEO and CEO North America)	FOR	● OPPOSE	Excessive variable remuneration.

Item	Agenda	Board	Ethos	
1	Approve the annual report and financial statements	FOR	FOR	
2	Elections of directors			
2.a	Re-elect Ms. Louisa Cheang	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
2.b	Re-elect Ms. Margaret Wing Han Kwan	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
2.c	Re-elect Ms. Irene Yun Lien Lee	FOR	FOR	
2.d	Re-elect Mr. Peter Tung Shun Wong	FOR	● OPPOSE	Non independent director (representative of an important shareholder). The board is not sufficiently independent. Concerns over the director's attendance rate, which was below 75% during the year under review.
3	Election of the auditor	FOR	FOR	
4	Approve share buyback	FOR	FOR	
5	Approve capital increase	FOR	FOR	
6	Approve Hybrid General Meetings	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Receive the Annual Report and Approve the Annual Financial Statements	FOR	FOR	
2	Approve the Dividend	FOR	FOR	
3	Approve Discharge of Personally Liable Partner	FOR	FOR	
4	Approve Discharge of Supervisory Board	FOR	FOR	
5	Approve Discharge of Shareholders' Committee	FOR	FOR	
6	Appoint the Auditors	FOR	FOR	
7	Elections to the Shareholders' Committee: James Rowan	FOR	FOR	
8	Approve Remuneration System for the Management Board members	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
9	Amend Articles: Remuneration of the Supervisory Board and of the Shareholders' Committee	FOR	● OPPOSE	Bundled item and shareholder committee members should not be entitled to personal tax and social security liabilities.
10	Approve Remuneration of the Supervisory Board members and of Shareholders' Committee members and related amendments to the Articles of Association	FOR	● OPPOSE	Bundled item and shareholder committee members should not be entitled to personal tax and social security liabilities.
11	Amend Articles: Various	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Gerard J. Arpey	FOR	FOR	
1.2	Re-elect Mr. Ari Bousbib	FOR	FOR	
1.3	Re-elect Mr. Jeffery H. Boyd	FOR	FOR	
1.4	Re-elect Mr. Gregory D. Brenneman	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Mr. J. Frank Brown	FOR	FOR	
1.6	Re-elect Mr. Albert P. Carey	FOR	FOR	
1.7	Re-elect Ms. Helena B. Foulkes	FOR	FOR	
1.8	Re-elect Ms. Linda R. Gooden	FOR	FOR	
1.9	Re-elect Mr. Wayne M. Hewett	FOR	FOR	
1.10	Re-elect Mr. Manuel Kadre	FOR	FOR	
1.11	Re-elect Ms. Stephanie Linnartz	FOR	FOR	
1.12	Re-elect Mr. Craig A. Menear	FOR	● OPPOSE	Combined chairman and CEO.
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Political Contributions Congruency Report	OPPOSE	● FOR	Enhanced disclosure on political donations.
6	Shareholder resolution: Report on Prison Labour in the Supply Chain	OPPOSE	● FOR	Enhanced disclosure on human rights.

Item	Agenda	Board	Ethos
1	Amend Articles of Association: Dividend frequency, board of directors with 3-committees and other revisions	FOR	FOR
2	Election of Directors		
2.1	Re-elect Mr. Toshiaki Mikoshiba	FOR	FOR
2.2	Re-elect Mr. Toshihiro Mibe	FOR	FOR
2.3	Re-elect Mr. Seiji Kuraishi	FOR	FOR
2.4	Re-elect Mr. Kohei Takeuchi	FOR	FOR
2.5	Elect Ms. Asako Suzuki	FOR	FOR
2.6	Re-elect Mr. Masafumi Suzuki	FOR	FOR
2.7	Re-elect Mr. Kunihiko Sakai	FOR	FOR
2.8	Re-elect Mr. Fumiya Kokubu	FOR	FOR
2.9	Elect Mr. Yoichiro Ogawa	FOR	FOR
2.10	Elect Mr. Kazuhiro Higashi	FOR	FOR
2.11	Elect Ms. Ryoko Nagata	FOR	FOR

Item	Agenda	Board	Ethos	
1	To receive the audited consolidated financial statements of the company	FOR	●	
2	Elections of directors			
2.a	Elect Mr. Nicholas Charles Allen	FOR	FOR	
2.b	Elect Ms. Anna Ming Ming Cheung	FOR	FOR	
2.c	Elect Mr. Zhang Yichen	FOR	● OPPOSE	Concerns over the director's time commitments.
3	Election of the auditor and to fix their remuneration	FOR	FOR	
4	To authorise the buy back of shares in the company	FOR	FOR	
5	To issue and deal with additional shares in the company	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Aida M. Alvarez	FOR	FOR	
1.2	Re-elect Mr. Shumeet Banerji	FOR	FOR	
1.3	Re-elect Mr. Robert R. Bennett	FOR	FOR	
1.4	Re-elect Mr. Charles V. Bergh	FOR	FOR	
1.5	Re-elect Ms. Stacy Brown-Philpot	FOR	FOR	
1.6	Re-elect Ms. Stephanie Burns	FOR	FOR	
1.7	Re-elect Ms. Mary Anne Citrino	FOR	FOR	
1.8	Re-elect Mr. Richard L. (Rick) Clemmer	FOR	FOR	
1.9	Re-elect Mr. Enrique Lores	FOR	FOR	
1.10	Elect Ms. Jami Miscik	FOR	FOR	
1.11	Re-elect Mr. Subra Suresh	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Thomas Buberl	FOR	● OPPOSE	Concerns over the director's time commitments.
1.2	Re-elect Mr. Michael L. Eskew	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.3	Re-elect Mr. David N. Farr	FOR	FOR	
1.4	Re-elect Mr. Alex Gorsky	FOR	FOR	
1.5	Re-elect Prof. Michelle Howard	FOR	FOR	
1.6	Re-elect Mr. Arvind Krishna	FOR	● OPPOSE	Combined chairman and CEO.
1.7	Re-elect Mr. Andrew N. Liveris	FOR	FOR	
1.8	Re-elect Mr. F. William McNabb III	FOR	FOR	
1.9	Re-elect Ms. Martha E. Pollack	FOR	FOR	
1.10	Re-elect Mr. Joseph R. Swedish	FOR	FOR	
1.11	Re-elect Mr. Peter R. Voser	FOR	FOR	
1.12	Re-elect Mr. Frederick H. Waddell	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	OPPOSE	● FOR	The separation of functions allows an effective supervision of the management by the board.
5	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
6	Shareholder resolution: Diversity and Inclusion Report	OPPOSE	● FOR	Enhanced disclosure on gender equality and ethnic diversity.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Daniel J. Brutto	FOR	FOR	
1.2	Re-elect Ms. Susan Crown	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Elect Mr. Darrell L. Ford	FOR	FOR	
1.4	Re-elect Mr. James W. Griffith	FOR	FOR	
1.5	Re-elect Mr. Jay L. Henderson	FOR	FOR	
1.6	Re-elect Mr. Richard H. Lenny	FOR	FOR	
1.7	Re-elect Mr. E. Scott Santi	FOR	● OPPOSE	Combined chairman and CEO.
1.8	Re-elect Mr. David B. Smith Jr.	FOR	FOR	
1.9	Re-elect Ms. Pamela B. Strobel	FOR	FOR	
1.10	Re-elect Mr. Anré D. Williams	FOR	FOR	
2	Election of the auditor	FOR	FOR	
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Patrick P. Gelsinger	FOR	FOR	
1.2	Re-elect Mr. James J. Goetz	FOR	FOR	
1.3	Re-elect Ms. Alyssa Henry	FOR	FOR	
1.4	Re-elect Mr. Omar Ishrak	FOR	FOR	
1.5	Re-elect Prof. Risa Lavizzo-Mourey	FOR	FOR	
1.6	Re-elect Prof. Dr. Tsu-Jae King Liu	FOR	FOR	
1.7	Re-elect Mr. Gregory B. Smith	FOR	FOR	
1.8	Re-elect Mr. Dion J. Weisler	FOR	FOR	
1.9	Re-elect Mr. Frank D. Yeary	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Median Gender and Racial Pay Equity Report	OPPOSE	● FOR	Enhanced disclosure on gender equality and ethnic diversity.
6	Shareholder resolution: Report Assessing whether Corporate written policies / unwritten norms reinforce racism in Company Culture	OPPOSE	● FOR	The proposal would help the company to address discrimination issues.

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	FOR	FOR	
2	Binding vote on changes to Directors' Remuneration policy	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
3	Advisory vote on Directors' Remuneration report	FOR	● OPPOSE	Concerns over the pension allowance which exceeds guidelines.
4	Declare a final dividend	FOR	FOR	
	Elections to the Board of Directors			
5	Elect Ms. Lynda Clarizio	FOR	FOR	
6	Elect Ms. Tamara Ingram	FOR	FOR	
7	Elect Mr. Jonathan Timmis	FOR	FOR	
8	Re-elect Mr. Andrew Martin	FOR	FOR	
9	Re-elect Mr. André Lacroix	FOR	FOR	
10	Re-elect Mr. Graham Allan	FOR	FOR	
11	Re-elect Ms. Gurnek Bains	FOR	FOR	
12	Re-elect Dame Louise Makin	FOR	FOR	
13	Re-elect Ms. Gillian Rider	FOR	FOR	
14	Re-elect Mr. Jean-Michel Valette	FOR	FOR	
15	Appoint PricewaterhouseCoopers as auditor	FOR	FOR	
16	Auditor's remuneration	FOR	FOR	
17	Directors' authority to allot shares	FOR	FOR	
18	Political donations and political expenditure	FOR	FOR	
19	Disapplication of pre-emption rights on the issue of shares for cash	FOR	FOR	
20	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	FOR	FOR	
21	Purchase of own shares	FOR	FOR	
22	Authority to call general meetings on short notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.
23	Amendment of new Articles of Association	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Ms. Eve Burton	FOR	FOR	
1.b	Re-elect Mr. Scott D. Cook	FOR	FOR	
1.c	Re-elect Mr. Richard L. Dalzell	FOR	FOR	
1.d	Re-elect Mr. Sasan Goodarzi	FOR	FOR	
1.e	Re-elect Ms. Deborah Liu	FOR	FOR	
1.f	Elect Ms. Tekedra Mawakana	FOR	FOR	
1.g	Re-elect Ms. Suzanne Nora Johnson	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.h	Re-elect Mr. Dennis D. Powell	FOR	FOR	
1.i	Re-elect Mr. Brad D. Smith	FOR	FOR	
1.j	Re-elect Mr. Thomas Szkutak	FOR	FOR	
1.k	Re-elect Mr. Raul Vazquez	FOR	FOR	
1.l	Re-elect Mr. Jeff Weiner	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration. Performance targets are not sufficiently challenging.
3	Re-election of Ernst & Young as the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.

Item	Agenda	Board	Ethos	
1	To resolve on the 2020 financial statements	FOR	FOR	
2	To resolve on the proposal for application of results	FOR	FOR	
3	To assess the management and audit of the Company	FOR	FOR	
4	To resolve on the Corporate Bodies Remuneration Policy	FOR	● OPPOSE	Some important elements of best practice are missing from the structure of the executive remuneration.

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 March 2021	FOR	FOR	
2	Advisory vote on Directors' Remuneration report	FOR	● OPPOSE	Concerns over the excessive sign-on bonus granted to the new CFO.
3	Declare a final dividend	FOR	FOR	
	Elections to the Board of Directors			
4	Elect Mr. Stephen Oxley	FOR	FOR	
5	Re-elect Ms. Jane Griffiths	FOR	FOR	
6	Re-elect Ms. Xiaozhi Liu	FOR	● OPPOSE	Concerns over the director's time commitments.
7	Re-elect Mr. Robert J. MacLeod	FOR	FOR	
8	Re-elect Mr. Christopher Mottershead	FOR	FOR	
9	Re-elect Mr. John O'Higgins	FOR	FOR	
10	Re-elect Mr. Patrick W. Thomas	FOR	● OPPOSE	Chairman of the nomination committee. The representation of women on the board is insufficient.
11	Re-elect Mr. Douglas Webb	FOR	FOR	
12	Appoint PricewaterhouseCoopers as auditor	FOR	FOR	
13	Auditor's remuneration	FOR	FOR	
14	Political donations and political expenditure	FOR	FOR	
15	Directors' authority to allot shares	FOR	FOR	
16	Disapplication of pre-emption rights on the issue of shares for cash	FOR	FOR	
17	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	FOR	FOR	
18	Purchase of own shares	FOR	● OPPOSE	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.
19	Authority to call general meetings on short notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Gary Daichendt	FOR	FOR	
1.2	Re-elect Ms. Anne DeISanto	FOR	FOR	
1.3	Re-elect Mr. Kevin DeNuccio	FOR	FOR	
1.4	Re-elect Mr. James Dolce	FOR	FOR	
1.5	Re-elect Ms. Christine M. Gorjanc	FOR	FOR	
1.6	Re-elect Ms. Janet Haugen	FOR	FOR	
1.7	Re-elect Mr. Scott Kriens	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Mr. Rahul Merchant	FOR	FOR	
1.9	Re-elect Mr. Rami Rahim	FOR	FOR	
1.10	Re-elect Mr. William R. Stensrud	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.

Item	Agenda	Board	Ethos
1	To approve the migration of the migrating shares to Euroclear Bank's Central Securities Depository	FOR	FOR
2	To amend and adopt the Articles of Association of the Company	FOR	FOR
3	To authorise the Company to take all actions to implement the migration	FOR	FOR

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	FOR	FOR	
2	Declare a final dividend	FOR	FOR	
	Elections to the Board of Directors			
3(a)	Re-elect Mr. Gene M. Murtagh	FOR	FOR	
3(b)	Re-elect Mr. Geoff Doherty	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3(c)	Re-elect Mr. Russell Shiels	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3(d)	Re-elect Mr. Gilbert McCarthy	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3(e)	Re-elect Ms. Linda Hickey	FOR	FOR	
3(f)	Re-elect Mr. Michael A. Cawley	FOR	● OPPOSE	Concerns over the director's time commitments.
3(g)	Re-elect Mr. John Cronin	FOR	● OPPOSE	Non independent director (business connections with the company). The board is not sufficiently independent.
3(h)	Re-elect Mr. Jost Massenberg	FOR	FOR	
3(i)	Re-elect Ms. Anne Heraty	FOR	FOR	
4	Auditor's remuneration	FOR	FOR	
5	Advisory vote on Directors' Remuneration report	FOR	FOR	
6	Non-executive directors' fees	FOR	FOR	
7	Directors' authority to allot shares	FOR	FOR	
8	Disapplication of pre-emption rights on the issue of shares for cash	FOR	FOR	
9	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	FOR	FOR	
10	Purchase of own shares	FOR	● OPPOSE	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.
11	Re-issue of treasury shares	FOR	FOR	

Item	Agenda	Board	Ethos	
12	Authority to call general meetings on short notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.

Item	Agenda	Board	Ethos	
1	Receive the Annual Report	NON-VOTING	NON-VOTING	
2	Approve the Dividend	FOR	FOR	
3	Approve Discharge of Management Board	FOR	FOR	
4	Approve Discharge of Supervisory Board	FOR	● OPPOSE	Concerns over a director's attendance rate, which was below 75% for two consecutive years.
5	Appoint the Auditors	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
6	Approve Remuneration System for the Management Board members	FOR	● OPPOSE	The information provided is insufficient.
7	Approve Remuneration of the Supervisory Board members	FOR	FOR	
8	Authorise Share Repurchase	FOR	FOR	
9	Amend Articles: Articles 19 (4), 20 (1) and 20 (2)	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income to the retained earnings account	FOR	FOR	
4	To approve the dividend payment	FOR	FOR	
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
	Board main features			
6	Re-election of David Simon as a Director for 3 years	FOR	FOR	
7	Re-election of John Carrafiell as a Director for 3 years	FOR	FOR	
8	Re-election of Steven Fivel as a Director for 3 years	FOR	FOR	
9	Re-election of Robert Fowlds as a Director for 3 years	FOR	FOR	
10	To approve the non-executives new remuneration policy	FOR	FOR	
11	To approve the new remuneration policy of the CEO	FOR	FOR	
12	To approve the new remuneration policy of the Management board's members	FOR	● OPPOSE	Concerns over the severance payments which are considered excessive.
13	To approve the remuneration report	FOR	FOR	
14	Ex-post binding "Say on Pay" vote on the individual remuneration of the chairman of the Supervisory board	FOR	FOR	
15	Ex-post binding "Say on Pay" vote on the individual remuneration of the CEO	FOR	FOR	
16	Ex-post binding "Say on Pay" vote on the individual remuneration of CFO	FOR	FOR	
17	Ex-post binding "Say on Pay" vote on the individual remuneration of COO	FOR	FOR	
18	To approve a treasury share buy-back and disposal programme	FOR	FOR	
19	To authorise a potential reduction in the company's share capital	FOR	FOR	

Item	Agenda	Board	Ethos	
20	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
21	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
22	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
23	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
24	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
25	To authorise capital increases by transfer of reserves	FOR	FOR	
26	To limit capital increases with or without pre-emptive rights	FOR	FOR	
27	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1.	Opening of the Meeting	NON-VOTING	NON-VOTING	
2.	Calling the Meeting to order	NON-VOTING	NON-VOTING	
3.	Election of persons to scrutinize the minutes and to supervise the counting of votes	FOR	FOR	
4.	Recording the legality of the Meeting	FOR	FOR	
5.	Recording the attendance at the Meeting and adoption of the list of votes	FOR	FOR	
6.	Presentation of the annual accounts, the report of the board of directors and the auditor's report	NON-VOTING	NON-VOTING	
7.	Adoption of the financial statements	FOR	FOR	
8.	Approve allocation of income and dividend	FOR	FOR	
9.	Resolution on the discharge of the members of the board of directors and the CEO from liability	FOR	FOR	
10.	Approve remuneration report	FOR	● OPPOSE	Lack of transparency and information provided is insufficient.
11.	Approve directors' fees	FOR	● OPPOSE	The chairman of the board receives variable remuneration.
12.	Resolution on the number of members of the board of directors	FOR	FOR	
13.	Election of the board of directors	FOR	● OPPOSE	The board is not sufficiently independent in our view and the proposed slate would not improve the level of independence.
14.	Approve auditors' fees	FOR	● OPPOSE	On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.
15.	Resolution on the number of auditors	FOR	FOR	
16.	Election of auditor	FOR	FOR	
17.	Authorisation to repurchase own shares	FOR	FOR	
18.	Authorisation to issue shares	FOR	FOR	
19.	Closing of the Meeting	NON-VOTING	NON-VOTING	

Item	Agenda	Board	Ethos
1.	Opening of the Meeting	NON-VOTING	NON-VOTING
2.	Report of the executive - and supervisory board of the past financial year	NON-VOTING	NON-VOTING
3.	Adoption of the financial statements	FOR	FOR
4.	Approve remuneration report	FOR	FOR
5.	Explanation of the policy on reserves and dividends	NON-VOTING	NON-VOTING
6.	Approve allocation of income	FOR	FOR
7.	Discharge of executive board	FOR	FOR
8.	Discharge of supervisory board	FOR	FOR
9.	Election of auditor	FOR	FOR
	Composition of the supervisory board		
10.	Opportunity to make recommendations for the appointment of (a) member(s) of the supervisory board	NON-VOTING	NON-VOTING
11.	Election of Edzard Overbeek	FOR	FOR
12.	Election of Gerard van de Aast	FOR	FOR
13.	Announcement concerning vacancies in the supervisory board arising in 2022	NON-VOTING	NON-VOTING
14.	Authorisation to repurchase own shares	FOR	FOR
15.	Reduce share capital via cancellation of shares	FOR	FOR
16.	Authorisation to issue shares	FOR	FOR
17.	Authorisation to restrict or exclude pre-emptive rights	FOR	FOR
18.	Any other business	NON-VOTING	NON-VOTING
19.	Closing of the Meeting	NON-VOTING	NON-VOTING

Item	Agenda	Board	Ethos	
1	1)To approve the parent company's financial statements; 2)To approve specific luxury or non-deductible expenses	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	To approve the remuneration report	FOR	FOR	
5	Ex-post binding "Say on Pay" vote on Gilles Schnepf's remuneration, as chairman until the 30th of June	FOR	FOR	
6	Ex-post binding "Say on Pay" vote on Angeles Garcia-Poveda's remuneration, as chairman, since the 1st of July	FOR	FOR	
7	Ex-post binding "Say on Pay" vote on Benoît Coquart's remuneration, as CEO	FOR	FOR	
8	To approve the new Chairman remuneration policy	FOR	FOR	
9	To approve the new CEO remuneration policy	FOR	FOR	
10	To approve the non-executive new remuneration policy	FOR	FOR	
	Board main features			
11	Re-election of Annalisa Loustau Elia as a Director for 3 years	FOR	FOR	
12	Election of Jean-Marc Chery as a Director for 3 years	FOR	FOR	
13	To approve a treasury share buy-back and disposal programme	FOR	FOR	
14	To authorise a potential reduction in the company's share capital	FOR	FOR	
15	To authorise the Board to issue restricted shares for employees and executive directors	FOR	● OPPOSE	Potential excessive awards.
16	Conformity of the bylaws in accordance with the new codification of the Commercial Code.	FOR	FOR	
17	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos
1	Note the audited consolidated financial statements for the financial year ended 31 March 2021	NON-VOTING	NON-VOTING
2	Note the appointment of auditor and the fixing their remuneration	NON-VOTING	NON-VOTING
3	Elections of directors		
3.1	Re-elect Mr. Nicholas Charles Allen	FOR	FOR
3.2	Re-elect Mr. Christopher John Brooke	FOR	FOR
3.3	Re-elect Ms. Poh Lee Tan	FOR	FOR
3.4	Re-elect Mr. Ian Keith Griffiths	FOR	FOR
4.1	Elect Mr. Lincoln Leong Kwok-kuen	FOR	FOR
5	Approve Share Buyback	FOR	FOR
6	Trust Deed Distribution Formula		
6.1	Amendments to the Trust Deed Distribution Formula Re: Realised Losses on the Disposal of Relevant Investments, Properties and/or Disposal of the Special Purpose Vehicle which Holds Such Properties	FOR	FOR
6.2	Amendments to the Trust Deed Distribution Formula Re: Non-Cash Losses	FOR	FOR
7	Approve Amended Investment Limit for Property Development and Related Activities and the Corresponding Property Development Trust Deed Amendments	FOR	FOR
8	Amend Trust Deed Re: Hybrid General Meeting Amendments	FOR	FOR

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements.	FOR	FOR	
2	To approve the consolidated financial statements.	FOR	FOR	
3	To approve the allocation of income and the dividend payment.	FOR	FOR	
	Board main features			
4	Election of Nicolas Hieronimus as a Director for 4 years.	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
5	Election of Alexandre Ricard as a Director for 4 years.	FOR	FOR	
6	Re-election of Françoise Bettencourt Meyers as a Director for 4 years.	FOR	FOR	
7	Re-election of Paule Bulcke as a Director for 4 years.	FOR	FOR	
8	Re-election of Virginie Morgon as a Director for 4 years.	FOR	● OPPOSE	Concerns over the director's time commitments.
9	To approve the remuneration report.	FOR	● OPPOSE	Some important elements of best practice are missing from the structure of the executive remuneration.
10	Ex-post binding "Say on Pay" vote on the executive individual remuneration.	FOR	FOR	
11	To approve the non-executives new remuneration policy.	FOR	FOR	
12	To approve the new remuneration policy of the Chairman-CEO until 1st of May.	FOR	FOR	
13	To approve the new remuneration policy of the CEO from the 1st of May.	FOR	FOR	
14	To approve the new remuneration policy of the Chairman from the 1st of May.	FOR	● OPPOSE	Excessive total remuneration.
15	Approval of the agreement regarding the status of Mr. Nicolas Hieronimus and his employment contract.	FOR	● OPPOSE	Some important elements of best practice are missing from the employment contract.
16	To approve a treasury share buy-back and disposal programme.	FOR	FOR	
17	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights.	FOR	FOR	
18	To authorise capital increases by transfer of reserves.	FOR	FOR	

Item	Agenda	Board	Ethos
19	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company.	FOR	FOR
20	To authorise capital increases related to an all-employee share ownership plan.	FOR	FOR
21	To authorise capital increases related to an all-international-employee share ownership plan.	FOR	FOR
22	To amend Articles of Association on size or structure of the Board:	FOR	FOR
23	Delegation of powers for the completion of formalities.	FOR	FOR

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Richard M. McVey	FOR	● OPPOSE	Combined chairman and CEO.
1.b	Re-elect Ms. Nancy A. Altobello	FOR	FOR	
1.c	Re-elect Mr. Steven L. Begleiter	FOR	FOR	
1.d	Re-elect Mr. Stephen P. Casper	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.e	Re-elect Ms. Jane Chwick	FOR	FOR	
1.f	Re-elect Mr. Christopher R. Concannon	FOR	FOR	
1.g	Re-elect Mr. William F. Cruger	FOR	FOR	
1.h	Elect Ms. Kourtney Gibson	FOR	FOR	
1.i	Re-elect Mr. Justin G. Gmelich	FOR	FOR	
1.j	Re-elect Mr. Richard G. Ketchum	FOR	FOR	
1.k	Re-elect Ms. Emily H. Portney	FOR	FOR	
1.l	Re-elect Mr. Richard L. Prager	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.

Item	Agenda	Board	Ethos	
	Election of Directors			
1.1	Re-elect Mr. Akira Marumoto	FOR	FOR	
1.2	Re-elect Mr. Kiyoshi Fujiwara	FOR	FOR	
1.3	Re-elect Mr. Kiyotaka Shobuda	FOR	FOR	
1.4	Re-elect Mr. Mitsuru Ono	FOR	FOR	
1.5	Re-elect Mr. Akira Koga	FOR	FOR	
1.6	Re-elect Mr. Masahiro Moro	FOR	FOR	
1.7	Elect Mr. Yasuhiro Aoyama	FOR	● OPPOSE	Executive director and the board size is excessive.
1.8	Re-elect Mr. Kiyoshi Sato	FOR	FOR	
1.9	Re-elect Ms. Michiko Ogawa	FOR	FOR	
2	Election of directors to the audit and supervisory committee			
2.1	Re-elect Mr. Masatoshi Maruyama	FOR	FOR	
2.2	Elect Mr. Nobuhiko Watabe	FOR	● OPPOSE	The director has held executive functions in the company during the last three years and sits on the Audit and Supervisory committee.
2.3	Re-elect Mr. Ichiro Sakai	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
2.4	Re-elect Mr. Akira Kitamura	FOR	FOR	
2.5	Re-elect Ms. Hiroko Shibasaki	FOR	FOR	
2.6	Elect Mr. Masato Sugimori	FOR	FOR	
3	Approve stock option plan for executive directors	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Reid G. Hoffman	FOR	FOR	
1.2	Re-elect Mr. Hugh F. Johnston	FOR	● OPPOSE	Concerns over the director's time commitments.
1.3	Re-elect Ms. Teri L. List-Stoll	FOR	FOR	
1.4	Re-elect Mr. Satya Nadella	FOR	● OPPOSE	Combined chairman and CEO.
1.5	Re-elect Ms. Sandra E. Peterson	FOR	FOR	
1.6	Re-elect Ms. Penny S. Pritzker	FOR	FOR	
1.7	Elect Mr. Carlos A. Rodriguez	FOR	FOR	
1.8	Re-elect Mr. Charles W. Scharf	FOR	FOR	
1.9	Re-elect Mr. John W. Stanton	FOR	FOR	
1.10	Re-elect Mr. John W. Thompson	FOR	FOR	
1.11	Re-elect Ms. Emma Walmsley	FOR	FOR	
1.12	Re-elect Ms. Padmasree Warrior	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration.
3	Approve Employee Stock Purchase Plan	FOR	FOR	
4	Re-election of Deloitte & Touche LLP as the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Report on median pay gaps across race and gender	OPPOSE	● FOR	Enhanced disclosure on gender and ethnic equality.
6	Shareholder resolution: Report on effectiveness of workplace sexual harassment policies	OPPOSE	● FOR	Enhanced disclosure on social issues.
7	Shareholder resolution: Prohibition on sales of facial recognition technology to all government entities	OPPOSE	● FOR	The proposal aims at preventing potential human rights violations linked to the company's facial recognition technology.
8	Shareholder resolution: Report on implementation of the Fair Chance Business Pledge	OPPOSE	● FOR	Enhanced disclosure on social issues.
9	Shareholder resolution: Report on how lobbying activities align with company policies	OPPOSE	● FOR	Enhanced disclosure on lobbying expenses.

Item	Agenda	Board	Ethos
	Election of Directors		
1.1	Re-elect Mr. Nobuhiro Endo	FOR	FOR
1.2	Re-elect Mr. Takashi Niino	FOR	FOR
1.3	Re-elect Mr. Takayuki Morita	FOR	FOR
1.4	Re-elect Mr. Norihiko Ishiguro	FOR	FOR
1.5	Re-elect Mr. Hajime Matsukura	FOR	FOR
1.6	Re-elect Mr. Motoo Nishihara	FOR	FOR
1.7	Re-elect Mr. Kaoru Seto	FOR	FOR
1.8	Re-elect Ms. Noriko Iki	FOR	FOR
1.9	Re-elect Mr. Masatoshi Ito	FOR	FOR
1.10	Re-elect Mr. Kuniharu Nakamura	FOR	FOR
1.11	Re-elect Mr. Jun Ohta	FOR	FOR
1.12	Elect Prof. Christina Ahmadjian	FOR	FOR
2	Election of Mr. Nobuhiro Odake as Corporate Auditor	FOR	FOR

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Alan B. Graf, Jr.	FOR	● WITHHOLD	Representative of an important shareholder who is sufficiently represented on the board.
1.b	Re-elect Dr. Peter B. Henry	FOR	FOR	
1.c	Re-elect Ms. Michelle A. Peluso	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration.
3	Re-election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Disclose political contributions	OPPOSE	● FOR	Enhanced disclosure on political donations.
5	Shareholder resolution: Human Rights impact assessment	OPPOSE	● FOR	Enhanced disclosure on human rights.
6	Shareholder resolution: Supplemental pay equity disclosure	OPPOSE	● FOR	Enhanced disclosure on gender and ethnic equality.
7	Shareholder resolution: Report on diversity and inclusion efforts	OPPOSE	● FOR	Enhanced disclosure on gender equality and ethnic diversity.

Item	Agenda	Board	Ethos
1.	Opening of the Meeting	NON-VOTING	NON-VOTING
2.	Report of the executive - and supervisory board of the past financial year	NON-VOTING	NON-VOTING
3.	Approve remuneration report	FOR	FOR
4a.	Adoption of the financial statements	FOR	FOR
4b.	Explanation of the policy on reserves and dividends	NON-VOTING	NON-VOTING
4c.	Approve allocation of income	FOR	FOR
5a.	Discharge of executive board	FOR	FOR
5b.	Discharge of supervisory board	FOR	FOR
6.	Composition of the supervisory board		
6a.	Election of Cecilia Reyes	FOR	FOR
6b.	Election of Rob Lelieveld	FOR	FOR
6c.	Election of Inga Beale	FOR	FOR
7.	Proposal to approve an increase of the variable remuneration caps in special circumstances	FOR	FOR
8a (i).	Authorisation to issue shares without pre-emptive rights	FOR	FOR
8a (ii).	Authorisation to restrict or exclude pre-emptive rights	FOR	FOR
8b.	Authorisation to issue shares with pre-emptive rights	FOR	FOR
9.	Authorisation to repurchase own shares	FOR	FOR
10.	Reduce share capital via cancellation of shares	FOR	FOR
11.	Any other business and closing	NON-VOTING	NON-VOTING

Item	Agenda	Board	Ethos	
1.	Report on the Company's activities	NON-VOTING	NON-VOTING	
2.	Adoption of the financial statements	FOR	FOR	
3.	Approve allocation of income and dividend	FOR	FOR	
4.	Approve remuneration report	FOR	● OPPOSE	Performance targets are not sufficiently challenging. We do not consider the performance period for the long-term incentive plan to be long enough.
5.1.	Approve directors' fees for the past FY 2020	FOR	FOR	
5.2.	Approve directors' fees for the upcoming FY 2021	FOR	FOR	
6.	Composition of the board of directors			
6.1.	Election of Helge Lund	FOR	FOR	
6.2.	Election of Jeppe Christiansen	FOR	FOR	
6.3 (a)	Election of Laurence Debroux	FOR	● ABSTAIN	Concerns over the director's time commitments. Oppose is not allowed by company.
6.3 (b)	Election of Andreas Fibig	FOR	FOR	
6.3 (c)	Election of Sylvie Grégoire	FOR	FOR	
6.3 (d)	Election of Kasim Kutay	FOR	FOR	
6.3 (e)	Election of Martin MacKay	FOR	FOR	
6.3 (f)	Election of Henrik Poulsen	FOR	FOR	
7.	Election of auditor	FOR	FOR	
8.1.	Reduce share capital via cancellation of shares	FOR	FOR	
8.2.	Authorisation to repurchase own shares	FOR	FOR	
8.3 (a)	Amend Articles: Delete authorisation to increase share capital	FOR	FOR	
8.3 (b)	Authorisation to issue shares	FOR	FOR	
8.4.	Indemnification			
8.4 (a)	Indemnification: board of directors	FOR	FOR	
8.4 (b)	Indemnification: executive management	FOR	FOR	
8.5.	Approve executive remuneration policy	FOR	FOR	
8.6 (a)	Allow shareholder meetings to be held by electronic means only	FOR	FOR	

Item	Agenda	Board	Ethos
8.6 (b)	Approve language of the documentation of the general meetings	FOR	FOR
8.6 (c)	Amendment article concerning voting rights	FOR	FOR
8.7.	Shareholder proposal: To request the board of directors to make a plan for how to change the ownership to be without private shareholders	OPPOSE	OPPOSE
9.	Any other business	NON-VOTING	NON-VOTING

Item	Agenda	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Robert K. Burgess	FOR	FOR
1.b	Re-elect Mr. Tench Coxe	FOR	● WITHHOLD The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.c	Elect Mr. John O. Dabiri	FOR	FOR
1.d	Re-elect Prof. Dr. Persis S. Drell	FOR	FOR
1.e	Re-elect Mr. Jen-Hsun Huang	FOR	FOR
1.f	Re-elect Ms. Dawn Hudson	FOR	FOR
1.g	Re-elect Mr. Harvey C. Jones	FOR	● WITHHOLD The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.h	Re-elect Mr. Michael G. McCaffery	FOR	FOR
1.i	Re-elect Mr. Stephen C. Neal	FOR	FOR
1.j	Re-elect Mr. Mark L. Perry	FOR	FOR
1.k	Re-elect Mr. A. Brooke Seawell	FOR	● WITHHOLD The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.l	Elect Ms. Aarti Shah	FOR	FOR
1.m	Re-elect Mr. Mark A. Stevens	FOR	● WITHHOLD The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Advisory vote on executive remuneration	FOR	● OPPOSE Excessive variable remuneration.
3	Election of the auditor	FOR	FOR
4	Authorisation to increase the number of shares of the company's common stock	FOR	● OPPOSE Excessive potential capital increase without pre-emptive rights. Additional potential dilution which is not in shareholders' interests.

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 29 November 2020	FOR	FOR	
2	Advisory vote on Directors' Remuneration report	FOR	● OPPOSE	Excessive total remuneration.
Elections to the Board of Directors				
3	Re-elect Mr. Timothy Steiner	FOR	FOR	
4	Re-elect Mr. Neill Abrams	FOR	● OPPOSE	Executive director. The number of executives on the board exceeds market practice.
5	Re-elect Mr. Mark Richardson	FOR	FOR	
6	Re-elect Mr. Luke Jensen	FOR	● OPPOSE	Executive director. The number of executives on the board exceeds market practice.
7	Re-elect Mr. Jörn Rausing	FOR	FOR	
8	Re-elect Mr. Andrew Harrison	FOR	● OPPOSE	Chairman of the remuneration committee. We have serious concerns over remuneration.
9	Re-elect Ms. Emma Lloyd	FOR	FOR	
10	Re-elect Ms. Julie Southern	FOR	● OPPOSE	Concerns over the director's time commitments.
11	Re-elect Mr. John Martin	FOR	FOR	
12	Re-elect Mr. Michael Sherman	FOR	FOR	
13	Elect Mr. Richard Haythornthwaite	FOR	FOR	
14	Elect Mr. Stephen Daintith	FOR	FOR	
15	Re-appoint the auditor	FOR	FOR	
16	Auditor's remuneration	FOR	FOR	
17	Political donations and political expenditure	FOR	● OPPOSE	Authorisation to make political donations exceeds our guidelines.
18	Amendment to the Ocado Employee Share Purchase Plan	FOR	FOR	
19	Directors' authority to allot shares	FOR	FOR	
20	Directors' authority to allot shares in connection with a rights issue only	FOR	FOR	
21	Disapplication of pre-emption rights on the issue of shares for cash	FOR	FOR	
22	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	FOR	FOR	

Item	Agenda	Board	Ethos	
23	Purchase of own shares	FOR	● OPPOSE	The amount of the repurchase is excessive given the financial situation and perspectives of the company.
24	Authority to call general meetings on short notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.

Item	Agenda	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Kapila K. Anand	FOR	FOR
1.2	Re-elect Mr. Craig R. Callen	FOR	FOR
1.3	Re-elect Ms. Barbara Hill	FOR	FOR
1.4	Re-elect Mr. Kevin J. Jacobs	FOR	FOR
1.5	Re-elect Mr. Edward Lowenthal	FOR	<p>● WITHHOLD</p> <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.6	Re-elect Mr. C. Taylor Pickett	FOR	FOR
1.7	Re-elect Mr. Stephen D. Plavin	FOR	<p>● WITHHOLD</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.8	Re-elect Mr. Burke W. Whitman	FOR	FOR
2	Election of the auditor	FOR	<p>● OPPOSE</p> <p>The auditor's long tenure raises independence concerns.</p> <p>On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.</p>
3	Advisory vote on executive remuneration	FOR	<p>● OPPOSE</p> <p>Excessive variable remuneration.</p>

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. John D. Wren	FOR	● OPPOSE	Combined chairman and CEO.
1.2	Re-elect Ms. Mary Claire Choksi	FOR	FOR	
1.3	Re-elect Mr. Leonard S. Coleman	FOR	● OPPOSE	Non independent lead director, which is not best practice. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.4	Re-elect Ms. Susan S. Denison	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Mr. Ronnie S. Hawkins	FOR	FOR	
1.6	Re-elect Ms. Deborah J. Kissire	FOR	FOR	
1.7	Re-elect Ms. Gracia C. Martore	FOR	FOR	
1.8	Re-elect Ms. Linda Johnson Rice	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.9	Re-elect Ms. Valerie M. Williams	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	FOR	
4	To approve the adoption of the Omnibus Incentive Plan	FOR	● OPPOSE	The non-executive directors receive variable remuneration.
5	Shareholder resolution: Disclose political contributions	OPPOSE	● FOR	Enhanced disclosure on political donations.

Item	Agenda	Board	Ethos
1	Receive the Annual Report	NON-VOTING	NON-VOTING
2	Approve the Dividend	FOR	FOR
3a	Approve Discharge of Management Board member Rainer Seele (CEO)	FOR	FOR
3b	Approve Discharge of Management Board member Johann Pleininger	FOR	FOR
3c	Approve Discharge of the remaining Management Board members	FOR	FOR
4a	Approve Discharge of Supervisory Board member Alyazia Ali Al Kuwaiti (Vice Chairwoman)	FOR	FOR
4b	Approve Discharge of Supervisory Board member Mansour Mohamed Al Mulla	FOR	FOR
4c	Approve Discharge of Supervisory Board member Karl Rose	FOR	FOR
4d	Approve Discharge of Supervisory Board member Gertrude Tumpel-Gugerell	FOR	FOR
4e	Approve Discharge of Supervisory Board member Thomas Schmid (Vice Chairman)	FOR	FOR
4f	Approve Discharge of Supervisory Board member Stefan Doboczky	FOR	FOR
4g	Approve Discharge of Supervisory Board member Elisabeth Stadler	FOR	FOR
4h	Approve Discharge of Supervisory Board member Christoph Swarovski	FOR	FOR
4i	Approve Discharge of Supervisory Board member Cathrine Trattner	FOR	FOR
4j	Approve Discharge of Supervisory Board member Wolfgang C. Berndt (Chairman until 29 September 2020)	FOR	FOR
4k	Approve Discharge of Supervisory Board member Mark Garrett (Chairman since 29 September 2020)	FOR	FOR
4l	Approve Discharge of Supervisory Board member Christine Asperger (until 1 October 2020)	FOR	FOR
4m	Approve Discharge of Supervisory Board member Herbert Lindner	FOR	FOR
4n	Approve Discharge of Supervisory Board member Alfred Redlich (until 2 December 2020)	FOR	FOR

Item	Agenda	Board	Ethos	
4o	Approve Discharge of Supervisory Board member Angela Schorna	FOR	FOR	
4p	Approve Discharge of Supervisory Board member Gerhard Singer	FOR	FOR	
5	Approve non-executive director fees	FOR	FOR	
6	Appoint the Auditors	FOR	FOR	
7	Approve Remuneration Report	FOR	● OPPOSE	Excessive variable remuneration.
8a	Approve Long-Term Incentive Plan 2021	FOR	● OPPOSE	Potential excessive awards.
8b	Approve Equity Deferral 2021	FOR	● OPPOSE	Potential excessive awards.
Board main features				
9	Elections to the Supervisory Board: Saeed Al Mazrouei	FOR	● OPPOSE	Non independent director (representative of an important shareholder). The board is not sufficiently independent.
10	Authorisation to utilise the Company's treasury stock or dispose of it for the purpose of share transfer programmes	FOR	FOR	

Item	Agenda	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Jeffrey S. Berg	FOR	● WITHHOLD The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.2	Re-elect Dr. Michael J. Boskin	FOR	● WITHHOLD The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Re-elect Ms. Safra A. Catz	FOR	● WITHHOLD Executive director. The board is not sufficiently independent.
1.4	Re-elect Mr. Bruce R. Chizen	FOR	● WITHHOLD Chairman of the nomination committee. The composition of the board is unsatisfactory.
1.5	Re-elect Mr. George H. Conrades	FOR	● WITHHOLD The director is over 75 years old, which exceeds guidelines.
1.6	Re-elect Mr. Lawrence J. Ellison	FOR	● WITHHOLD Chairman of the board and the composition of the board is very unsatisfactory.
1.7	Re-elect Ms. Rona A. Fairhead	FOR	FOR
1.8	Re-elect Mr. Jeffrey O. Henley	FOR	● WITHHOLD Executive director. The board is not sufficiently independent. The director is over 75 years old, which exceeds guidelines.
1.9	Re-elect Ms. Renée J. James	FOR	● WITHHOLD Non independent director (business connections with the company). The board is not sufficiently independent.
1.10	Re-elect Mr. Charles W. Moorman IV	FOR	FOR
1.11	Re-elect Mr. Leon E. Panetta	FOR	● WITHHOLD The director is over 75 years old, which exceeds guidelines.
1.12	Re-elect Mr. William G. Parrett	FOR	● WITHHOLD The director is over 75 years old, which exceeds guidelines.

Item	Agenda	Board	Ethos	
1.13	Re-elect Ms. Naomi O. Seligman	FOR	● WITHHOLD	The director is over 75 years old, which exceeds guidelines.
1.14	Re-elect Dr. Vishal Sikka	FOR	● WITHHOLD	Non independent director (consultancy agreement). The board is not sufficiently independent.
2	Advisory vote on executive remuneration	FOR	● OPPOSE	The remuneration committee amended the long-term plan during the performance period, which is not best practice. Excessive total remuneration.
3	Amendment to the 2020 Equity Incentive Plan	FOR	● OPPOSE	Potential excessive awards.
4	Re-election of the auditor	FOR	FOR	
5	Shareholder resolution: Racial equity audit	OPPOSE	● FOR	The proposal encourages the company to address racial diversity and inclusion.
6	Shareholder resolution: Independent board chairman	OPPOSE	● FOR	The proposal aims at improving the overall board independence.
7	Shareholder resolution: Political spending	OPPOSE	OPPOSE	

Item	Agenda	Board	Ethos	
1	Dividend Allocation	FOR	● OPPOSE	The proposed dividend is inconsistent with the company's financial situation.
2	Approve the Change in the Directors' Term of Office	FOR	FOR	
	Election of Directors			
3.1	Re-elect Mr. Toshio Kagami	FOR	● OPPOSE	Combined chairman and CEO.
3.2	Re-elect Mr. Yumiko Takano	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3.3	Re-elect Mr. Yuichi Katayama	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3.4	Re-elect Mr. Akiyoshi Yokota	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3.5	Re-elect Mr. Wataru Takahashi	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3.6	Re-elect Mr. Yuichi Kaneki	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3.7	Re-elect Ms. Rika Kanbara	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3.8	Re-elect Mr. Tsutomu Hanada	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
3.9	Re-elect Mr. Yuzaburo Mogi	FOR	● OPPOSE	The director is 86 years old, which exceeds guidelines.
3.10	Elect Mr. Kenji Yoshida	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. John M. Donovan	FOR	FOR	
1.b	Re-elect Sir John Key	FOR	FOR	
1.c	Re-elect Ms. Mary P. McCarthy	FOR	FOR	
1.d	Re-elect Mr. Nir Zuk	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
2	Re-election of Ernst & Young LLP as the auditor	FOR	FOR	
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration. Excessive variable remuneration.
4	To approve the adoption of the 2021 Equity Incentive Plan	FOR	● OPPOSE	Potential excessive awards.

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	FOR	FOR	
2	Advisory vote on Directors' Remuneration report	FOR	FOR	
	Elections to the Board of Directors			
3	Re-elect Mr. Roger Devlin	FOR	FOR	
4	Elect Mr. Dean Finch	FOR	FOR	
5	Re-elect Mr. Michael Killoran	FOR	FOR	
6	Re-elect Mr. Nigel G. Mills	FOR	● OPPOSE	Non independent lead director, which is not best practice.
7	Re-elect Ms. Rachel Kentleton	FOR	FOR	
8	Re-elect Mr. Simon Litherland	FOR	FOR	
9	Re-elect Ms. Joanna Place	FOR	FOR	
10	Elect Ms. Annemarie Durbin	FOR	FOR	
11	Elect Mr. Andrew Wyllie	FOR	FOR	
12	Re-elect Ernst & Young as auditor	FOR	FOR	
13	Auditor's remuneration	FOR	FOR	
14	Directors' authority to allot shares	FOR	FOR	
15	Disapplication of pre-emption rights on the issue of shares for cash	FOR	FOR	
16	Purchase of own shares	FOR	● OPPOSE	Contrary to best practice, the dividend is not put to the vote.
17	Amendments to the Articles of Association	FOR	FOR	
18	Authority to call general meetings on short notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Ronald E. Blaylock	FOR	FOR	
1.2	Re-elect Dr. Albert Bourla	FOR	● OPPOSE	Combined chairman and CEO.
1.3	Re-elect Dr. Susan D. Desmond-Hellmann	FOR	FOR	
1.4	Re-elect Mr. Joseph J. Echevarria	FOR	FOR	
1.5	Re-elect Mr. Scott Gottlieb	FOR	FOR	
1.6	Re-elect Prof. Dr. Helen H. Hobbs	FOR	FOR	
1.7	Re-elect Dr. Susan Hockfield	FOR	FOR	
1.8	Re-elect Prof. Dan R. Littman	FOR	FOR	
1.9	Re-elect Mr. Shantanu Narayen	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.10	Re-elect Ms. Suzanne Nora Johnson	FOR	FOR	
1.11	Re-elect Mr. James Quincey	FOR	FOR	
1.12	Re-elect Mr. James C. Smith	FOR	FOR	
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	OPPOSE	● FOR	An independent chairman can ensure independent oversight of management.
5	Shareholder resolution: Disclose political contributions	OPPOSE	● FOR	Enhanced disclosure on political donations.
6	Shareholder resolution: Report on Access to COVID-19 Products	OPPOSE	● FOR	The proposal aims at improving the company's responsible business practices especially with regard to ensuring a safe and affordable COVID-19 vaccine.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Steven A. Davis	FOR	FOR	
1.2	Re-elect Mr. Michael W. Lamach	FOR	FOR	
1.3	Elect Mr. Michael T. Nally	FOR	FOR	
1.4	Elect Mr. Guillermo Novo	FOR	FOR	
1.5	Re-elect Prof. Dr. Martin H. Richenhagen	FOR	FOR	
1.6	Re-elect Ms. Cathy R. Smith	FOR	● OPPOSE	Concerns over the director's time commitments.
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Declassify the Board of Directors	FOR	FOR	
4	Amend the supermajority voting requirements	FOR	FOR	
5	Election of the auditor	FOR	FOR	
6	Shareholder resolution: Independent chairman	OPPOSE	● FOR	The separation of functions allows an effective supervision of the management by the board.

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	To approve the dividend reinvestment plan (option for scrip dividend)	FOR	FOR	
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
Board main features				
6	Re-election of Maurice Lévy as a member of the Supervisory Board for 4 years	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
7	Re-election of Simon Badinter as a member of the Supervisory Board for 4 years	FOR	FOR	
8	Re-election of Jean Charest as a member of the Supervisory Board for 4 years	FOR	FOR	
9	To approve the new remuneration policy of the Supervisory Board's Chairman	FOR	FOR	
10	To approve the new remuneration policy of the Supervisory Board's members	FOR	FOR	
11	To approve the new remuneration policy of the Management Board's Chairman and CEO	FOR	● OPPOSE	Potential excessive awards.
12	To approve the new remuneration policy of the Management Board's member, Michel-Alain Proch	FOR	FOR	
13	To approve the new remuneration policy of the Management Board's members	FOR	FOR	
14	To approve the remuneration report	FOR	FOR	
15	Ex-post binding "Say on Pay" vote on the remuneration of Maurice Lévy, Supervisory Board's Chairman	FOR	● OPPOSE	Excessive total remuneration.
16	Ex-post binding "Say on Pay" vote on the individual remuneration of Arthur Sadoun, Management Board's Chairman and CEO	FOR	● OPPOSE	Performance targets are not sufficiently challenging.

Item	Agenda	Board	Ethos	
17	Ex-post binding "Say on Pay" vote on the executive emuneration of Jean-Michel Etienne, Management Board's member	FOR	FOR	
18	Ex-post binding "Say on Pay" vote on the individual remuneration of Anne-Gabrielle Heilbronner, Management Board's member	FOR	FOR	
19	Ex-post binding "Say on Pay" vote on the individual remuneration of Steve King, Management Board's member	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated.
20	To approve a treasury share buy-back and disposal programme	FOR	FOR	
21	To authorise a potential reduction in the company's share capital	FOR	FOR	
22	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	● OPPOSE	Excessive potential dilution which is not in the shareholders' interests.
23	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
24	To authorise capital increases related to an all-foreign employee share ownership plan	FOR	FOR	
25	To change Articles provisions in line with legal requirements or compliment in line with previous resolutions	FOR	FOR	
26	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Vicky B. Gregg	FOR	FOR	
1.2	Re-elect Mr. Wright L. Lassiter III	FOR	FOR	
1.3	Re-elect Mr. Timothy L. Main	FOR	FOR	
1.4	Re-elect Ms. Denise M. Morrison	FOR	FOR	
1.5	Re-elect Mr. Gary M. Pfeiffer	FOR	FOR	
1.6	Re-elect Mr. Timothy M. Ring	FOR	FOR	
1.7	Re-elect Mr. Steve Rusckowski	FOR	● OPPOSE	Combined chairman and CEO.
1.8	Re-elect Dr. Helen I. Torley	FOR	FOR	
1.9	Re-elect Dr. Gail R. Wilensky	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

Item	Agenda	Board	Ethos	
1.	Opening of the Meeting	NON-VOTING	NON-VOTING	
2a.	Report of the executive - and supervisory board of the past financial year	NON-VOTING	NON-VOTING	
2b.	Approve remuneration report	FOR	FOR	
2c.	Adoption of the financial statements	FOR	FOR	
2d.	Explanation of the policy on reserves and dividends	NON-VOTING	NON-VOTING	
2e.	Approve allocation of income	FOR	● OPPOSE	The proposed dividend is inconsistent with the company's financial situation.
2f.	Approve allocation of income	FOR	FOR	
3a.	Discharge of executive board	FOR	FOR	
3b.	Discharge of supervisory board	FOR	FOR	
4.	Approve executive remuneration policy	FOR	FOR	
	Composition of the supervisory board			
5.	Election of Sander van 't Noordende	FOR	FOR	
6a.	Authorisation to issue shares	FOR	FOR	
6b.	Authorisation to repurchase own shares	FOR	FOR	
6c.	Reduce share capital via cancellation of shares	FOR	FOR	
7.	Election of auditor	FOR	FOR	
8.	Any other business	NON-VOTING	NON-VOTING	
9.	Closing of the Meeting	NON-VOTING	NON-VOTING	

Item	Agenda	Board	Ethos
1.	Opening of the Meeting	NON-VOTING	NON-VOTING
2.	Election of Sander van 't Noordende to the executive board	FOR	FOR
3.	Any other business	NON-VOTING	NON-VOTING
4.	Closing of the Meeting	NON-VOTING	NON-VOTING

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	FOR	FOR	
2	Advisory vote on Directors' Remuneration report	FOR	● OPPOSE	Excessive total remuneration. The remuneration of the non-executive chairman largely exceeds that of the other non-executive board members without adequate justification.
3	Declare a final dividend	FOR	FOR	
4	Re-elect Ernst & Young as auditor	FOR	FOR	
5	Auditor's remuneration	FOR	FOR	
Elections to the Board of Directors				
6	Elect Mr. Paul Walker	FOR	FOR	
7	Elect Ms. June Felix	FOR	FOR	
8	Re-elect Mr. Erik Engstrom	FOR	FOR	
9	Re-elect Dr. Wolfhart Hauser	FOR	FOR	
10	Re-elect Ms. Charlotte Hogg	FOR	FOR	
11	Re-elect Ms. Marike van Lier Lels	FOR	FOR	
12	Re-elect Mr. Nick Luff	FOR	FOR	
13	Re-elect Mr. Robert J. MacLeod	FOR	FOR	
14	Re-elect Ms. Linda S. Sanford	FOR	● OPPOSE	Non-independent director sitting on the remuneration committee, which is not best practice.
15	Re-elect Mr. Andrew Sukawaty	FOR	FOR	
16	Re-elect Ms. Suzanne Wood	FOR	● OPPOSE	Concerns over the director's time commitments.
17	Directors' authority to allot shares	FOR	FOR	
18	Disapplication of pre-emption rights on the issue of shares for cash	FOR	FOR	
19	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	FOR	FOR	
20	Purchase of own shares	FOR	● OPPOSE	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.
21	Authority to call general meetings on short notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Ms. Karen Drexler	FOR	FOR	
1.b	Re-elect Mr. Michael Farrell	FOR	FOR	
1.c	Re-elect Mr. Peter Farrell	FOR	● OPPOSE	<p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.d	Re-elect Ms. Harjit Gill	FOR	FOR	
1.e	Re-elect Mr. Ronald R. Taylor	FOR	FOR	
1.f	Elect Mr. John Hernandez	FOR	● OPPOSE	Concerns over the director's time commitments.
1.g	Elect Mr. Desney Tan	FOR	FOR	
2	Re-election of KPMG as the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.

Item	Agenda	Board	Ethos	
1	Dividend Allocation	FOR	FOR	
2	Election of Directors			
2.1	Re-elect Mr. Yoshinori Yamashita	FOR	● OPPOSE	Executive director sitting on the remuneration committee, which is not best practice.
2.2	Re-elect Mr. Nobuo Inaba	FOR	FOR	
2.3	Re-elect Mr. Hidetaka Matsuishi	FOR	FOR	
2.4	Re-elect Mr. Seiji Sakata	FOR	FOR	
2.5	Elect Mr. Akira Oyama	FOR	FOR	
2.6	Re-elect Mr. Masami Iijima	FOR	FOR	
2.7	Re-elect Prof. Mutsuko Hatano	FOR	FOR	
2.8	Re-elect Mr. Kazuhiro Mori	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
2.9	Re-elect Mr. Keisuke Yokoo	FOR	FOR	
2.10	Elect Mr. Sadafumi Tani	FOR	FOR	
3	Elect 2 Corporate Auditors			
3.1	Elect Mr. Shinji Sato as a Corporate Auditor	FOR	FOR	
3.2	Re-elect Mr. Yo Ota as a Corporate Auditor	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. oec. Julia L. Coronado	FOR	FOR	
1.2	Re-elect Mr. Dirk A. Kempthorne	FOR	FOR	
1.3	Re-elect Mr. Harold M. Messmer	FOR	● OPPOSE	<p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.4	Re-elect Mr. Marc H. Morial	FOR	FOR	
1.5	Re-elect Ms. Barbara J. Novogradac	FOR	● OPPOSE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.6	Re-elect Mr. Rob J. Pace	FOR	FOR	
1.7	Re-elect Mr. Frederick A. Richman	FOR	● OPPOSE	<p>Non independent lead director, which is not best practice.</p> <p>The director is over 75 years old, which exceeds guidelines.</p>
1.8	Re-elect Mr. M. Keith Waddell	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Marco Alverà	FOR	FOR	
1.2	Re-elect Mr. William J. Amelio	FOR	FOR	
1.3	Re-elect Mr. William D. Green	FOR	FOR	
1.4	Re-elect Ms. Stephanie C. Hill	FOR	FOR	
1.5	Re-elect Ms. Rebecca Jacoby	FOR	FOR	
1.6	Re-elect Ms. Monique F. Leroux	FOR	FOR	
1.7	Elect Mr. Ian Paul Livingston	FOR	FOR	
1.8	Re-elect Ms. Maria R. Morris	FOR	FOR	
1.9	Re-elect Mr. Douglas L. Peterson	FOR	FOR	
1.10	Re-elect Mr. Edward B. Rust Jr.	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.11	Re-elect Mr. Kurt L. Schmoke	FOR	FOR	
1.12	Re-elect Mr. Richard E. Thornburgh	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Advisory Vote on the GHG Emissions Reduction Plan	FOR	● OPPOSE	The company has not set CO2e emission reduction targets consistent with limiting the global temperature increase to 1.5°.
5	Shareholder resolution: Transition to Public Benefit Corporation	OPPOSE	● FOR	The proposal aims at promoting the company's environmental and social responsibility.

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
	Board main features			
4	To ratify the co-optation of Gilles Schnepf as a Director for 1 year	FOR	FOR	
5	Re-election of Fabienne Lecorvaisier as a Director for 4 years	FOR	● OPPOSE	Concerns over the director's time commitments.
6	Re-election of Melanie Lee as a Director for 4 years	FOR	FOR	
7	Election of Barbara Lavernos as a Director for 4 years	FOR	FOR	
8	To approve the remuneration report	FOR	FOR	
9	Ex-post binding "Say on Pay" vote on the individual remuneration of the Chairman of the Board	FOR	● OPPOSE	Excessive fixed remuneration.
10	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Paul Hudson	FOR	● OPPOSE	Excessive variable remuneration.
11	To approve the new non-executives remuneration policy	FOR	FOR	
12	To approve the new remuneration policy of the Chairman of the Board	FOR	● OPPOSE	Excessive fixed remuneration.
13	To approve the new remuneration policy of the CEO	FOR	FOR	
14	To approve a treasury share buy-back and disposal programme	FOR	FOR	
15	To authorise a potential reduction in the company's share capital	FOR	FOR	
16	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
17	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
18	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
19	Autorisation to issue debt instruments	FOR	FOR	

Item	Agenda	Board	Ethos	
20	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
21	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
22	To authorise capital increases by transfer of reserves	FOR	FOR	
23	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
24	To authorise the Board to issue performance shares for employees and/or executive directors	FOR	● OPPOSE	Potential excessive awards.
25	Amendment of Article 13 of the Statutes to allow the Board of Directors to take decisions by written consultation	FOR	FOR	
26	Amendment of Article 14 and Article 17 of the Articles of Association to bring their content in line with the PACTE Act.	FOR	FOR	
27	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
5	To approve the remuneration report	FOR	FOR	
6	Ex-post binding "Say on Pay" vote on Jean-Pascal Tricoire's remuneration, as CEO	FOR	● OPPOSE	Excessive total remuneration.
7	To approve the CEO's new remuneration policy for FY2021	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated with vesting below median performance.
8	To approve the non-executives new remuneration policy Board main features	FOR	● OPPOSE	The proposed remuneration for the board of directors is considered excessive.
9	Re-election of Jean-Pascal Tricoire as a Director for for 4 years	FOR	● OPPOSE	Combined chairman and CEO.
10	Election of Anna Ohlsson-Leijon as a Director for 4 years	FOR	● OPPOSE	Concerns over the director's time commitments.
11	Competitive election of a Director: Thierry Jacquet for 4 years (not supported by the Board)	OPPOSE	● FOR	The proposed representative of the employee shareholders should be supported.
12	Competitive election of a Director : Zennia Csikos for 4 years (not supported by the Board)	OPPOSE	OPPOSE	
13	Competitive election of a Director : Xiaoyun Ma for 4 years (supported by the Board)	FOR	● OPPOSE	The representative of the employee shareholders under ITEM 11 is supported.
14	Competitive election of a Director : Malene Kvist Kristensen for 4 years (not supported by the Board)	OPPOSE	OPPOSE	
15	To approve a treasury share buy-back and disposal programme	FOR	FOR	
16	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
17	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.

Item	Agenda	Board	Ethos	
18	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
19	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
20	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
21	To authorise capital increases by transfer of reserves	FOR	FOR	
22	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
23	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
24	To authorise a potential reduction in the company's share capital	FOR	FOR	
25	Amendment of Article 13 of the Articles of Association to rectify a material error	FOR	FOR	
26	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the allocation of income and the dividend payment	FOR	FOR	
3	To approve the consolidated financial statements	FOR	FOR	
4	To approve the remuneration report	FOR	FOR	
5	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Denis Kessler, Chairman and CEO	FOR	● OPPOSE	Excessive total remuneration.
6	To approve the non-executive new remuneration policy	FOR	FOR	
7	To approve Directors' fees	FOR	FOR	
8	To approve the 2021 remuneration policy of the Chairman and CEO	FOR	● OPPOSE	Excessive total remuneration.
Board main features				
9	Re-election of Denis Kessler as a Director for 3 years	FOR	FOR	
10	Re-election of Claude Tendil as a Director for 3 years	FOR	● OPPOSE	Member of the nomination and remuneration committee. We have serious concerns over the lack of transparency on the succession policy and remuneration of the CEO.
11	Re-election of Bruno Pfister as a Director for 3 years	FOR	● OPPOSE	Member of the nomination and remuneration committee. We have serious concerns over the lack of transparency on the succession policy and remuneration of the CEO.
12	Election of Patricia Lacoste as a Director for 3 years	FOR	FOR	
13	Election of Laurent Rousseau as a Director for 3 years	FOR	FOR	
14	To ratify the co-optation of Adrien Couret as a Director for 2 years	FOR	FOR	
15	To approve a treasury share buy-back and disposal programme	FOR	FOR	
16	To authorise capital increases by transfer of reserves	FOR	FOR	
17	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
18	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
19	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.

Item	Agenda	Board	Ethos	
20	To approve issues of shares or other capital related securities as a payment for any public exchange offer	FOR	FOR	
21	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
22	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
23	To issue warrants without preemption rights ("Warrants Contingent 2021")	FOR	FOR	
24	To issue warrants without preemption rights ("Warrants AOF 2021")	FOR	FOR	
25	To authorise a potential reduction in the company's share capital	FOR	FOR	
26	To authorise allocation of options (new or existing shares)	FOR	FOR	
27	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	● OPPOSE	Potential excessive awards.
28	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
29	To limit capital increases with or without pre-emptive rights	FOR	FOR	
30	Harmonization of the Articles of Association with recent legislative changes and deletion of obsolete provisions.	FOR	FOR	
31	To amend article 16 of the Articles of Association regarding the General Management of the Company	FOR	FOR	
32	Amendments to the Articles of Association concerning the term of office of directors.	FOR	FOR	
33	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Receive the Annual Report	NON-VOTING	NON-VOTING	
2	Approve the Dividend	FOR	FOR	
3	Approve Discharge of Management Board	FOR	FOR	
4	Approve Discharge of Supervisory Board	FOR	FOR	
5	Appoint the Auditors	FOR	FOR	
6	Approve Remuneration System for the Management Board members	FOR	● OPPOSE	The information provided on the performance targets is insufficient. Excessive variable remuneration.
7	Approve Remuneration of the Supervisory Board members	FOR	FOR	
8	Approve the Conversion of the Company's legal form into a European Company (Societas Europaea, SE)	FOR	FOR	
9	Authorise Share Repurchase (also by use of Equity Derivatives)	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Approve Scheme of Arrangement	FOR	FOR	
2	Amend Constitution	FOR	FOR	
3	Approve Creation of Distributable Reserves	FOR	FOR	
4	To approve the adjournment proposal	FOR	● OPPOSE	We consider that when a quorum is achieved, the vote outcome should be considered representative of the shareholder opinion regardless of the result.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Mark W. Adams	FOR	● OPPOSE	Concerns over the director's time commitments.
1.b	Elect Mr. Shankar Arumugavelu	FOR	FOR	
1.c	Elect Mr. Pratik Bhatt	FOR	FOR	
1.d	Re-elect Ms. Judy Bruner	FOR	FOR	
1.e	Re-elect Mr. Michael R. Cannon	FOR	FOR	
1.f	Re-elect Mr. Jay L. Geldmacher	FOR	FOR	
1.g	Re-elect Mr. Dylan G. Haggart	FOR	FOR	
1.h	Re-elect Dr. William D. Mosley	FOR	FOR	
1.i	Re-elect Ms. Stephanie Tilenius	FOR	FOR	
1.j	Re-elect Mr. Edward J. Zander	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration. Excessive variable remuneration.
3	Re-election of Ernst & Young as the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Approval of the 2022 Equity Incentive Plan	FOR	● OPPOSE	Potential excessive awards.

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
	Board main features			
4	Re-election of Yseulys Costes as a Director for 4 years	FOR	● OPPOSE	Concerns over the director's time commitments.
5	Re-election of Peugeot Invest Assets as a Director for 4 years	FOR	● OPPOSE	Non independent director (representative of an important shareholder). The board is not sufficiently independent.
6	Re-election of Brigitte Forestier as a Director for 4 years	FOR	FOR	
7	1)To elect Deloitte & Associés as auditor for 6 years; 2)To elect KPMG as auditor for 6 years	FOR	FOR	
8	To approve the executives new remuneration policy	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
9	To approve the non-executive new remuneration policy	FOR	FOR	
10	To approve the remuneration report	FOR	● OPPOSE	Excessive variable remuneration.
11	Ex-post binding "Say on Pay" vote on the Chairman CEO's individual remuneration	FOR	● OPPOSE	The information provided on the performance targets is insufficient. Excessive total remuneration.
12	Ex-post binding "Say on Pay" vote on the Deputy CEO's individual remuneration	FOR	● OPPOSE	The information provided on the performance targets is insufficient. Excessive total remuneration.
13	To approve a treasury share buy-back and disposal programme	FOR	● OPPOSE	The authorisation allows for share repurchase during a period of public offer and can potentially be used as an anti-takeover device.
14	To authorise a potential reduction in the company's share capital	FOR	FOR	
15	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	● OPPOSE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.

Item	Agenda	Board	Ethos	
16	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
17	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
18	To limit capital increases with or without pre-emptive rights	FOR	FOR	
19	To authorise capital increases by transfer of reserves	FOR	FOR	
20	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	● OPPOSE	Potentially excessive awards.
21	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
22	Amendment of the articles of association: lowering of the statutory declaration threshold from 2.5% to 0.5%.	FOR	● OPPOSE	The amendment has a negative impact on the rights or interests of all the shareholders.
23	To change Articles provisions in line with legal requirements	FOR	FOR	
24	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Revocation of the mandate of Federactive as a Director	FOR	● OPPOSE	The proposed dismissal would not improve the company's governance.
2	Delegation of powers for the completion of formalities	FOR	FOR	
A	** Shareholder proposal not supported by the Board: Election of Pascal Girardot as a Director for 4 years	OPPOSE	● FOR	The proposed election would counterbalance the power held by the members of the founding family on the board and help improve the company's governance.

Item	Agenda	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Carl A. Guarino	FOR	FOR
1.b	Re-elect Mr. Carmen V. Romeo	FOR	<p>● OPPOSE</p> <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
2	Advisory vote on executive remuneration	FOR	FOR
3	Re-election of the auditor	FOR	FOR

Item	Agenda	Board	Ethos
1	Dividend Allocation	FOR	FOR
2	Election of Directors		
2.1	Re-elect Mr. Minoru Usui	FOR	FOR
2.2	Re-elect Mr. Yasunori Ogawa	FOR	FOR
2.3	Re-elect Mr. Koichi Kubota	FOR	FOR
2.4	Re-elect Mr. Tatsuaki Seki	FOR	FOR
2.5	Re-elect Mr. Taro Shigemoto	FOR	FOR
2.6	Re-elect Mr. Hideaki Omiya	FOR	● OPPOSE The director is 75 years old, which exceeds guidelines.
2.7	Re-elect Ms. Mari Matsunaga	FOR	FOR
3	Elect Mr. Masayuki Kawana to the audit and supervisory committee	FOR	FOR
4	Approve Bonus for executive directors	FOR	FOR

Item	Agenda	Board	Ethos
1	Dividend Allocation	FOR	FOR
2	Approve amendments to articles of association	FOR	FOR
3	Election of Directors		
3.1	Re-elect Mr. Yoshihiro Nakai	FOR	FOR
3.2	Re-elect Mr. Yosuke Horiuchi	FOR	FOR
3.3	Re-elect Mr. Kunpei Nishida	FOR	FOR
3.4	Re-elect Mr. Satoshi Tanaka	FOR	FOR
3.5	Re-elect Mr. Toshiharu Miura	FOR	FOR
3.6	Re-elect Mr. Toru Ishii	FOR	FOR
3.7	Re-elect Ms. Yukiko Yoshimaru	FOR	FOR
3.8	Re-elect Mr. Toshifumi Kitazawa	FOR	FOR
3.9	Elect Ms. Yoshimi Nakajima	FOR	FOR
3.10	Elect Prof. Keiko Takegawa	FOR	FOR
4	Election of the Corporate Auditors		
4.1	Elect Ms. Midori Ito as a Corporate Auditor	FOR	FOR
4.2	Re-elect Mr. Takashi Kobayashi as a Corporate Auditor	FOR	FOR

Item	Agenda	Board	Ethos	
1	Approve Allocation of Income and Dividend	FOR	FOR	
2	Election of Directors			
2.1	Re-elect Mr. Ryuichi Isaka	FOR	● OPPOSE	Combined chairman and CEO.
2.2	Re-elect Mr. Katsuhiko Goto	FOR	FOR	
2.3	Re-elect Mr. Junro Ito	FOR	FOR	
2.4	Re-elect Mr. Kimiyoshi Yamaguchi	FOR	FOR	
2.5	Re-elect Mr. Yoshimichi Maruyama	FOR	FOR	
2.6	Re-elect Mr. Fumihiko Nagamatsu	FOR	FOR	
2.7	Re-elect Mr. Shigeki Kimura	FOR	FOR	
2.8	Re-elect Mr. Joseph M. DePinto	FOR	FOR	
2.9	Re-elect Mr. Yoshio Tsukio	FOR	● OPPOSE	The director is over 75 years old, which exceeds guidelines.
2.10	Re-elect Prof. Kunio Ito	FOR	FOR	
2.11	Re-elect Mr. Toshiro Yonemura	FOR	FOR	
2.12	Re-elect Mr. Tetsuro Higashi	FOR	FOR	
2.13	Re-elect Ms. Kazuoko Kiriya	FOR	FOR	
3	Elect Mr. Noriyuki Habano as a Corporate Auditor	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To approve the consolidated financial statements	FOR	FOR	
2	To approve the parent company's financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
5	To approve the new remuneration policy of the Chairman	FOR	● OPPOSE	Excessive total remuneration.
6	To approve the new remuneration policy of the CEO and Deputy CEOs	FOR	FOR	
7	To approve the Directors' new remuneration policy	FOR	FOR	
8	To approve the remuneration report	FOR	FOR	
9	Ex-post binding "Say on Pay" vote on the individual remuneration of Lorenzo Bini Smaghi, Chairman	FOR	● OPPOSE	Excessive total remuneration.
10	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Frédéric Oudéa, CEO	FOR	FOR	
11	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Philippe Aymerich, Deputy CEO	FOR	FOR	
12	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Séverin Cabannes, Deputy CEO	FOR	FOR	
13	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Philippe Heim, Deputy CEO	FOR	FOR	
14	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Diony Lebot, Deputy CEO	FOR	FOR	
15	Ex-post binding "Say on Pay" vote on the individual remuneration granted to regulated officers mentioned in the French Financial Code (article L.511-71 Code monétaire et financier)	FOR	FOR	
	Board main features			

Item	Agenda	Board	Ethos	
16	Re-election of William Connelly as a Director for 4 years	FOR	FOR	
17	Re-election of Lubomira Rochet as a Director for 4 years	FOR	FOR	
18	Re-election of Alexandra Schaapveld as a Director for 4 years	FOR	FOR	
19	Election of Henri Poupart-Lafarge as a Director, replacing Jean-Bernard Levy, for 4 years	FOR	FOR	
20	Competitive election of Hélène Crinquant as a Director for 4 years	FOR	FOR	
21	Competitive election of Sébastien Wetter as a Director, for 4 years	FOR	● OPPOSE	The proposed employee shareholder representative under ITEM 20 is supported.
22	To approve a treasury share buy-back and disposal programme	FOR	FOR	
23	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
	Board main features			
4	Re-election of Sophie Bellon-Clamens as a Director for 3 years	FOR	FOR	
5	Re-election of Nathalie Bellon-Szabo as a Director for 3 years	FOR	● OPPOSE	Executive director sitting on the nomination committee, which is not best practice.
6	Re-election of Françoise Brouger as a Director for 3 years	FOR	FOR	
7	Election of Federico J. Gonzalez Tejera as a Director for 3 years	FOR	FOR	
8	To re-elect KPMG as auditor for 6 years	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
9	To approve the remuneration report	FOR	FOR	
10	Ex-post binding "Say on Pay" vote on the individual remuneration of the chair, Sophie Bellon.	FOR	FOR	
11	Ex-post binding "Say on Pay" vote on the individual remuneration of the CEO, Denis Machuel	FOR	FOR	
12	To approve the new non-executive remuneration policy	FOR	FOR	
13	To approve the new remuneration policy of the Chair	FOR	● OPPOSE	Excessive total remuneration.
14	To approve the new remuneration policy of the CEO	FOR	FOR	
15	To approve a treasury share buy-back and disposal programme	FOR	FOR	
16	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	● OPPOSE	Concerns over one or more related party agreements that are not in the interests of shareholders.
5	Election / To ratify the co-optation for 1 years	FOR	● OPPOSE	Concerns over the director's time commitments.
6	Election / To ratify the co-optation for 4 years	FOR	● OPPOSE	Concerns over the director's time commitments.
7	Election / To ratify the co-optation for 4 years of Patrick Jeantet as a Director	FOR	FOR	
8	Ex-post binding "Say on Pay" vote on the executive individual remuneration	FOR	FOR	
9	To approve the executives new remuneration policy	FOR	FOR	
10	To approve the remuneration report	FOR	● OPPOSE	The pay-for-performance connection is not demonstrated.
11	To approve the non-executive new remuneration policy	FOR	FOR	
12	To approve a treasury share buy-back and disposal programme	FOR	FOR	
13	To authorise a potential reduction in the company's share capital	FOR	FOR	
14	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
15	To authorise capital increases related to an all-employee share ownership plan for foreign employees	FOR	FOR	
16	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	FOR	
17	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos
1	Dividend Allocation	FOR	FOR
2	Election of Directors		
2.1	Re-elect Mr. Tomomi Nakamura	FOR	FOR
2.2	Re-elect Mr. Kazuo Hosoya	FOR	FOR
2.3	Elect Mr. Katsuyuki Mizuma	FOR	FOR
2.4	Re-elect Mr. Tetsuo Onuki	FOR	FOR
2.5	Elect Mr. Atsushi Osaki	FOR	FOR
2.6	Elect Mr. Fumiaki Hayata	FOR	FOR
2.7	Re-elect Mr. Yasuyuki Abe	FOR	FOR
2.8	Re-elect Mr. Natsunosuke Yago	FOR	FOR
2.9	Re-elect Ms. Miwako Doi	FOR	FOR
2	Elect Mr. Yoichi Kato as a Corporate Auditor	FOR	FOR
3	Re-elect Mr. Hirohisa Ryu as a Substitute Corporate Auditor	FOR	FOR

Item	Agenda	Board	Ethos	
1	Receive the audited financial statements and related reports for the year ended 30 June 2021	FOR	FOR	
2	Declare a final dividend	FOR	FOR	
3.1	Elections of directors			
3.1.a	Re-elect Mr. Chik-wing (Mike) Wong	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3.1.b	Re-elect Dr. Ka-cheung (Eric) Li	FOR	● OPPOSE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
3.1.c	Re-elect Ms. May-yee (Margaret) Leung Ko	FOR	FOR	
3.1.d	Re-elect Mr. Xiang-dong Wu	FOR	● OPPOSE	Concerns over the director's attendance rate, which was below 75% during the year under review.
3.1.e	Re-elect Mr. Kai-chun (Geoffrey) Kwok	FOR	FOR	
3.1.f	Re-elect Mr. Kai-fai (Adam) Kwok	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
3.2	Fix the directors' fees for the year ending 30 June 2022	FOR	FOR	
4	Re-elect Deloitte Touche Tohmatsu as auditor and authorise the board of directors to fix its remuneration	FOR	FOR	
5	Grant a general mandate to the board to buy back shares	FOR	FOR	
6	Grant a general mandate to the board to issue new shares	FOR	FOR	
7	Extend the general mandate to issue new shares by adding the number of shares bought back	FOR	● OPPOSE	Excessive potential capital increase without pre-emptive rights.
8	Approve the new share option scheme of SmarTone Telecommunications Holdings Limited	FOR	● OPPOSE	The information provided is insufficient. Potential excessive awards.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Aart J. de Geus	FOR	● OPPOSE	Combined chairman and CEO.
12.2	Re-elect Mr. Chi-Foon Chan	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
1.3	Re-elect Ms. Janice D. Chaffin	FOR	FOR	
1.4	Re-elect Mr. Bruce R. Chizen	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Ms. Mercedes Johnson	FOR	FOR	
1.6	Re-elect Prof. Dr. Chrysostomos L. Max Nikias	FOR	FOR	
1.7	Elect Ms. Jeannine P. Sargent	FOR	FOR	
1.8	Re-elect Mr. John G. Schwarz	FOR	FOR	
1.9	Re-elect Mr. Roy Vallee	FOR	● OPPOSE	Non independent lead director, which is not best practice.
2	To approve and amend the 2006 Employee Equity Incentive Plan	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
4	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Call Special Shareholder Meetings	OPPOSE	● FOR	The proposed threshold would enhance the right of shareholders to call a special meeting.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Douglas M. Baker, Jr.	FOR	FOR	
1.2	Re-elect Mr. George S. Barrett	FOR	FOR	
1.3	Re-elect Mr. Brian C. Cornell	FOR	● OPPOSE	Combined chairman and CEO.
1.4	Re-elect Mr. Robert L. Edwards	FOR	FOR	
1.5	Re-elect Ms. Melanie L. Healey	FOR	FOR	
1.6	Re-elect Mr. Donald R. Knauss	FOR	FOR	
1.7	Elect Ms. Christine A. Leahy	FOR	FOR	
1.8	Re-elect Ms. Monica C. Lozano	FOR	FOR	
1.9	Re-elect Ms. Mary E. Minnick	FOR	FOR	
1.10	Elect Mr. Derica W. Rice	FOR	FOR	
1.11	Re-elect Mr. Kenneth L. Salazar	FOR	FOR	
1.12	Re-elect Mr. Dmitri L. Stockton	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Amend Proxy Access Right	OPPOSE	● FOR	The proposal aims at improving shareholder rights.

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
4	Statement of related-party agreements reported in the Statutory Auditors Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
5	To approve the remuneration report	FOR	FOR	
6	Ex-post binding "Say on Pay" vote on the individual remuneration of Daniel Julien, Chairman and CEO	FOR	● OPPOSE	Excessive total remuneration.
7	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Olivier Rigaudy, Deputy CEO	FOR	● OPPOSE	Excessive total remuneration.
8	To approve the new non-executive remuneration policy	FOR	FOR	
9	To approve the new executive remuneration policy of the Chairman and CEO	FOR	● OPPOSE	Potential excessive awards.
10	To approve the new executive remuneration policy of the Deputy CEO	FOR	● OPPOSE	Potential excessive awards.
Board main features				
11	Re-election of Daniel Julien as a Director for 3 years	FOR	● OPPOSE	Combined chairman and CEO.
12	Re-election of Emily Abrera as a Director for 3 years	FOR	FOR	
13	Re-election of Alain Boulet as a Director for 3 years	FOR	FOR	
14	Re-election of Robert Paszczak as a Director for 2 years	FOR	FOR	
15	Re-election of Stephen Winningham as a Director for 2 years	FOR	FOR	
16	To approve a treasury share buy-back and disposal programme	FOR	FOR	
17	To authorise a potential reduction in the company's share capital	FOR	FOR	
18	To authorise capital increases by transfer of reserves	FOR	FOR	
19	To change Articles provisions in line with legal requirements.	FOR	FOR	

Item	Agenda	Board	Ethos
20	Delegation of powers for the completion of formalities	FOR	FOR

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 27 February 2021	FOR	FOR	
2	Advisory vote on Directors' Remuneration report	FOR	● OPPOSE	Concerns over the severance payments which are considered excessive.
3	Binding vote on Directors' Remuneration policy	FOR	● OPPOSE	The potential variable remuneration exceeds our guidelines.
4	Declare a final dividend	FOR	FOR	
	Elections to the Board of Directors			
5	Re-elect Mr. John Allan CBE	FOR	FOR	
6	Re-elect Ms. Melissa Bethell	FOR	FOR	
7	Re-elect Mr. Stewart Gilliland	FOR	FOR	
8	Re-elect Mr. Steve Golsby	FOR	FOR	
9	Re-elect Dr. Byron Elmer Grote	FOR	● OPPOSE	Concerns over the director's time commitments.
10	Re-elect Mr. Ken Murphy	FOR	FOR	
11	Re-elect Mr. Simon Patterson	FOR	FOR	
12	Re-elect Ms. Alison Platt	FOR	FOR	
13	Re-elect Ms. Lindsey Pownall OBE	FOR	FOR	
14	Elect Mr. Bertrand Bodson	FOR	● OPPOSE	Concerns over the director's time commitments.
15	Elect Mr. Thierry Garnier	FOR	FOR	
16	Elect Mr. Imran Nawaz	FOR	FOR	
17	Elect Ms. Karen Whitworth	FOR	FOR	
18	Appoint PricewaterhouseCoopers as auditor	FOR	FOR	
19	Auditor's remuneration	FOR	FOR	
20	Directors' authority to allot shares	FOR	FOR	
21	Disapplication of pre-emption rights on the issue of shares for cash	FOR	FOR	
22	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	FOR	FOR	
23	Purchase of own shares	FOR	● OPPOSE	The amount of the repurchase is excessive given the financial situation and perspectives of the company.
24	Political donations and political expenditure	FOR	FOR	

Tesco

25.06.2021

AGM

Item	Agenda	Board	Ethos	
25	Authority to call general meetings on short notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.
26	Adopt Long-Term Incentive Plan 2021	FOR	● OPPOSE	Potential excessive awards.
27	Adopt Savings-Related Share Option Scheme (2021)	FOR	FOR	
28	Adopt new Articles of Association	FOR	● OPPOSE	Several proposed amendments but the proposed increase in board fees of 50% is excessive and unjustified.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Mark A. Blinn	FOR	FOR	
1.2	Re-elect Mr. Todd M. Bluedorn	FOR	FOR	
1.3	Re-elect Ms. Janet F. Clark	FOR	FOR	
1.4	Re-elect Ms. Carrie S. Cox	FOR	FOR	
1.5	Re-elect Mr. Martin S. Craighead	FOR	FOR	
1.6	Re-elect Ms. Jean M. Hobby	FOR	FOR	
1.7	Re-elect Mr. Michael D. Hsu	FOR	FOR	
1.8	Re-elect Mr. Ronald D Kirk	FOR	FOR	
1.9	Re-elect Ms. Pamela H. Patsley	FOR	FOR	
1.10	Re-elect Mr. Robert E. Sanchez	FOR	FOR	
1.11	Re-elect Mr. Richard K. Templeton	FOR	● OPPOSE	Combined chairman and CEO.
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Kirk E. Arnold	FOR	FOR	
1.2	Re-elect Ms. Ann C. Berzin	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Re-elect Mr. John Bruton	FOR	FOR	
1.4	Re-elect Dr. Jared L. Cohon	FOR	FOR	
1.5	Re-elect Mr. Gary D. Forsee	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.6	Re-elect Ms. Linda P. Hudson	FOR	FOR	
1.7	Re-elect Mr. Michael W. Lamach	FOR	● OPPOSE	Combined chairman and CEO.
1.8	Re-elect Mr. Myles P. Lee	FOR	FOR	
1.9	Elect Ms. April Miller Boise	FOR	FOR	
1.10	Re-elect Ms. Karen B. Peetz	FOR	FOR	
1.11	Re-elect Mr. John P. Surma	FOR	FOR	
1.12	Re-elect Mr. Tony L. White	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor and fix their remuneration	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Renew the Directors' existing authority to issue shares	FOR	FOR	
5	Renew Directors' Authority to Issue Shares for Cash	FOR	FOR	
6	Determine the price range at which the Company can reissue shares	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Jesse A. Cohn	FOR	FOR	
1.2	Re-elect Ms. Baroness Martha Lane Fox	FOR	FOR	
1.3	Re-elect Prof. Dr. Fei-Fei Li	FOR	FOR	
1.4	Re-elect Mr. David Rosenblatt	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Advisory vote on say on pay frequency	ONE YEAR	ONE YEAR	
4	Election of the auditor	FOR	FOR	
5	Declassify the Board of Directors	FOR	FOR	
6	Shareholder resolution: Report on Net Zero Benchmark	OPPOSE	● FOR	The shareholder proposal was withdrawn by the proponent prior to the Annual Meeting.
7	Shareholder resolution: Independent Director Nominee with Human and/or Civil Rights Experience	OPPOSE	● FOR	The proposal strengthens the monitoring of human rights risks by the board.

Item	Agenda	Board	Ethos	
ORDINARY PART				
1	Report of the board of directors on the annual accounts	NON-VOTING	NON-VOTING	
2	Report of the statutory auditor on the annual accounts	NON-VOTING	NON-VOTING	
3	Communication of the consolidated annual accounts	NON-VOTING	NON-VOTING	
4	Adoption of the financial statements, including the allocation of profit	FOR	FOR	
5	Approve remuneration report	FOR	● OPPOSE	Performance targets are not sufficiently challenging.
6	Approve remuneration policy 2021	FOR	● OPPOSE	The information provided is insufficient.
7	Discharge of members of the board of directors	FOR	FOR	
8	Discharge of the statutory auditor	FOR	FOR	
9	Appointments and renewal of mandates of (independent) Directors			
9.1.A	Appointment of Mr. Stefan Oschmann as director for a 4-year term	FOR	FOR	
9.1.B	Acknowledgment of Mr. Stefan Oschmann as independent director	FOR	FOR	
9.2	Appointment of Mrs. Fiona du Monceau as director for a 4-year term	FOR	FOR	
9.3.A	Ratification of the co-optation of Mrs. Susan Gasser as independent director	FOR	FOR	
9.3.B	Appointment of Mrs. Susan Gasser as director for a 4-year term	FOR	FOR	
9.3.C	Acknowledgment of Mrs. Susan Gasser as independent director	FOR	FOR	
9.4.A	Appointment of Mr. Jonathan Peacock as director for a 4-year term	FOR	FOR	
9.4.B	Acknowledgment of Mr. Jonathan Peacock as independent director	FOR	FOR	
9.5.A	Re-appointment of Mr. Albrecht De Graeve as director for a 4-year term	FOR	FOR	
9.5.B	Acknowledgment of Mr. Albrecht De Graeve as independent director	FOR	FOR	

Item	Agenda	Board	Ethos
9.6.A	Re-appointment of Mrs. Viviane Monges as director for a 4-year term	FOR	FOR
9.6.B	Acknowledgment of Mrs. Viviane Monges as independent director	FOR	FOR
10	Election of Mazars Bedrijfsrevisoren - Réviseurs d'Entreprises CVBA as Statutory Auditor	FOR	FOR
SPECIAL PART			
11	Long-Term Incentive Plans - Program of free allocation of shares	FOR	FOR
12	Renewal of the EMTN program	FOR	FOR

Item	Agenda	Board	Ethos	
A	ORDINARY GENERAL MEETING			
1	Report of the board of directors on the annual accounts	NON-VOTING	NON-VOTING	
2	Approve remuneration report	FOR	FOR	
3	Adoption of the financial statements, including the allocation of profit	FOR	FOR	
4	Approval of the grant of an identical profit premium to Umicore employees in Belgium	FOR	FOR	
5	Communication of the consolidated annual accounts	NON-VOTING	NON-VOTING	
6	Discharge of members of the Supervisory Board	FOR	FOR	
7	Discharge of the Statutory Auditor	FOR	FOR	
8	Supervisory Board composition			
8.1	Re-electing Mr. Thomas Leysen as member of the Supervisory Board for a 3-year term	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
8.2	Re-electing Mr. Koenraad Debackere as independent member of the Supervisory Board for a 3-year term	FOR	FOR	
8.3	Re-electing Mr. Mark Garrett as independent member of the Supervisory Board for a 3-year term	FOR	FOR	
8.4	Re-electing Mr. Eric Meurice as independent member of the Supervisory Board for a 3-year term	FOR	FOR	
8.5	Electing Mrs. Birgit Behrendt as new, independent member of the supervisory board for a 3-year term	FOR	FOR	
9	Approve directors' fees	FOR	FOR	
10	Election of a new statutory auditor and remuneration			
10.1	Election of a new statutory auditor and remuneration	FOR	FOR	
10.2	Annual remuneration of the Statutory Auditor	FOR	FOR	
B	SPECIAL GENERAL MEETING			
11	Approval of change of control provisions			
11.1	Finance contract dated 10 June 2020 between Umicore (as borrower) and the European Investment Bank (as lender)	FOR	FOR	

Item	Agenda	Board	Ethos
11.2	Revolving facility agreement dated 11 June 2020 between Umicore (as borrower) and J.P. Morgan AG (as lender)	FOR	FOR
11.3	All clauses in the terms and conditions (the "Conditions") of the convertible bonds, issued by the company on 15 June 2020, maturing on 23 June 2025	FOR	FOR

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve specific luxury or non-deductible expenses	FOR	FOR	
4	To approve the allocation of income and the dividend payment	FOR	● OPPOSE	The proposed dividend is inconsistent with the long-term interests of shareholders.
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	● OPPOSE	Concerns over one or more related party agreements that are not in the interests of shareholders.
	Board main features			
6	Re-election of Caisse des dépôts et des consignations as a Director for 4 years of Olivier Mareuse as a at the Board	FOR	FOR	
7	Re-election of Marion Guillou as a Director for 4 years	FOR	FOR	
8	Election of Pierre André de Chalendar as a Director for 4 years	FOR	● OPPOSE	Concerns over the director's time commitments.
9	Modification of the economic performance criterion for the acquisition of performance shares by the Chairman and Chief Executive Officer (1st plan)	FOR	FOR	
10	Modification of the economic performance criterion for the acquisition of performance shares by the Chairman and Chief Executive Officer (2nd plan)	FOR	FOR	
11	Modification of the economic performance criterion for the acquisition of performance shares by the Chairman and Chief Executive Officer (3rd plan)	FOR	FOR	
12	Ex-post binding "Say on Pay" vote on the executive individual remuneration	FOR	● OPPOSE	Excessive discretion of the remuneration committee in determining the performance criteria.
13	To approve the remuneration report	FOR	● OPPOSE	The information provided is insufficient.
14	To approve the executives new remuneration policy of the Chairman-CEO	FOR	FOR	
15	To approve the non-executives new remuneration policy	FOR	FOR	

Item	Agenda	Board	Ethos	
16	To approve a treasury share buy-back and disposal programme	FOR	● OPPOSE	The amount of the repurchase is excessive given the financial situation and perspectives of the company.
17	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
18	1) Global allowance to issue capital related securities without pre-emptive rights by public issuance; 2) To approve issues of shares or other capital related securities as a payment for any public exchange offer	FOR	FOR	
19	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
20	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
21	To authorise capital increases related to an all-employee share ownership plan for employees located abroad	FOR	FOR	
22	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	FOR	
23	To amend on article 11 of the By laws regarding the designation of shareholder employee representatives on the Board	FOR	FOR	
24	To amend article 1 in line with legal requirements or compliment in line with previous resolutions	FOR	FOR	
25	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	To approve the parent company's financial statements	FOR	FOR	
2	To approve the consolidated financial statements	FOR	FOR	
3	To approve the allocation of income and the dividend payment	FOR	FOR	
	Board main features			
4	To ratify the co-optation of BW Gestão de Investimentos Ltda, in replacement of Claudia Sarico, resigned, as a Director for 2 years	FOR	● OPPOSE	Non independent director (representative of an important shareholder). The board is not sufficiently independent.
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	FOR	FOR	
6	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Michel Giannuzzi, Chairman and CEO	FOR	● OPPOSE	We do not consider the performance period for the long-term incentive plan to be long enough.
7	To approve the Chairman and CEO new remuneration policy	FOR	● OPPOSE	The proposed increase relative to the previous year is excessive.
8	To approve the remuneration report	FOR	FOR	
9	To approve the Directors new remuneration policy	FOR	FOR	
10	To approve a treasury share buy-back and disposal programme	FOR	FOR	
11	To authorise a potential reduction in the company's share capital	FOR	FOR	
12	To authorise capital increases by transfer of reserves	FOR	FOR	
13	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR	
14	1) Global allowance to issue capital related securities without pre-emptive rights by public issuance ; 2) To approve issues of shares or other capital related securities as a payment for any public exchange offer	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
15	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.

Item	Agenda	Board	Ethos	
16	To depart from the legal rules defining the maximum discount for capital increase without preemptive rights (up to 10% of share capital) in application of resolutions 14 and 15	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
17	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
18	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
19	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
20	To authorise capital increases related to a foreign all-employee share ownership plan	FOR	FOR	
21	To amend the article 15 of the bylaws linked to the election of the director representing employee shareholders	FOR	FOR	
22	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Shellye L. Archambeau	FOR	FOR	
1.2	Elect Ms. Roxanne S. Austin	FOR	FOR	
1.3	Re-elect Mr. Mark T. Bertolini	FOR	FOR	
1.4	Re-elect Ms. Melanie L. Healey	FOR	FOR	
1.5	Re-elect Mr. Clarence Otis Jr.	FOR	● OPPOSE	Non independent lead director, which is not best practice.
1.6	Re-elect Mr. Daniel H. Schulman	FOR	FOR	
1.7	Re-elect Mr. Rodney E. Slater	FOR	FOR	
1.8	Re-elect Mr. Hans Vestberg	FOR	● OPPOSE	Combined chairman and CEO.
1.9	Re-elect Mr. Gregory G Weaver	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Clawback Policy Amendment	OPPOSE	● FOR	The proposal aims at improving the remuneration policy.
6	Shareholder resolution: Amend Severance Approval Policy	OPPOSE	● FOR	The proposal aims at improving the remuneration policy.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.A	Re-elect Mr. Neil Dimick	FOR	FOR	
1.B	Re-elect Mr. Michael Goettler	FOR	● OPPOSE	Executive director. The board is not sufficiently independent.
1.C	Re-elect Mr. Ian C. Read	FOR	● OPPOSE	Non independent director (former executive). The board is not sufficiently independent.
1.D	Re-elect Ms. Pauline F. M. van der Meer Mohr	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive total remuneration. Excessive variable remuneration.
3	Advisory vote on say on pay frequency	ONE YEAR	ONE YEAR	
4	Re-election of Deloitte & Touche LLP as the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Lloyd A. Carney	FOR	● OPPOSE	Concerns over the director's time commitments.
1.b	Re-elect Ms. Mary B. Cranston	FOR	FOR	
1.c	Re-elect Mr. Francisco J. Fernández-Carbajal	FOR	FOR	
1.d	Re-elect Mr. Alfred F. Kelly, Jr.	FOR	● OPPOSE	Combined chairman and CEO.
1.e	Re-elect Mr. Ramon Laguarta	FOR	FOR	
1.f	Re-elect Mr. John F. Lundgren	FOR	FOR	
1.g	Re-elect Mr. Robert W. Matschullat	FOR	FOR	
1.h	Re-elect Ms. Denise M. Morrison	FOR	FOR	
1.i	Re-elect Ms. Suzanne Nora Johnson	FOR	FOR	
1.j	Elect Ms. Linda J. Rendle	FOR	FOR	
1.k	Re-elect Mr. John A. C. Swainson	FOR	FOR	
1.l	Re-elect Mr. Maynard G. Webb, Jr.	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration. Concerns over the excessive sign-on bonus granted to the new CRO.
3	Re-election of KPMG LLP as auditor	FOR	FOR	
4	Amend and restate the equity incentive plan	FOR	● OPPOSE	Excessive discretion of the remuneration committee in determining the performance criteria. Potential excessive awards.
5	Introduce a right for shareholders to call a special meeting	FOR	FOR	
6	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
7	Shareholder resolution: Amend principles of executive compensation program	OPPOSE	● FOR	The proposal aims at improving the remuneration policy.

Item	Agenda	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 March 2021	FOR	FOR	
	Elections to the Board of Directors			
2	To elect Mr. Olaf Swantee as a non-executive Director	FOR	FOR	
3	To re-elect Mr. Jean-François van Boxmeer as a non-executive Director	FOR	FOR	
4	To re-elect Nicholas Read as an executive Director	FOR	FOR	
5	To re-elect Margherita Della Valle as an executive Director	FOR	FOR	
6	To re-elect Sir Crispin Davis as a non-executive Director	FOR	FOR	
7	To re-elect Michel Demaré as a non-executive Director	FOR	FOR	
8	To re-elect Dame Clara Furse as a non-executive Director	FOR	FOR	
9	To re-elect Valerie Gooding as a non-executive Director	FOR	FOR	
10	To re-elect Maria Amparo Moraleda Martínez as a non-executive Director	FOR	FOR	
11	To re-elect Sanjiv Ahuja as a non-executive Director	WITH-DRAWN	● FOR	Mr. Ahuja stepped down from the board shortly prior to the meeting.
12	To re-elect David Nish as a non-executive Director	FOR	FOR	
13	To declare a final dividend of €0.045 per ordinary share	FOR	FOR	
14	Advisory vote on Directors' Remuneration Report	FOR	● OPPOSE	Excessive variable remuneration.
15	Re-elect EY as auditor for a 1-year period	FOR	FOR	
16	Auditor's remuneration	FOR	FOR	
17	Directors' authority to allot shares	FOR	FOR	
18	Disapplication of pre-emptive rights on the issue of shares for cash	FOR	FOR	
19	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	FOR	FOR	
20	Purchase of own shares	FOR	FOR	
21	Amendment of the Articles of Association	FOR	FOR	
22	Political donations and political expenditure	FOR	FOR	

Item	Agenda	Board	Ethos	
23	Authorisation to call Extraordinary General Meetings on a minimum of 14 clear days' notice	FOR	● OPPOSE	14-days is insufficient for shareholders to vote in an informed manner.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Elect Dr. Udit Batra	FOR	FOR	
1.2	Re-elect Ms. Linda Baddour	FOR	FOR	
1.3	Re-elect Dr. Michael J. Berendt	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.4	Re-elect Mr. Edward Conard	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Mr. Gary E. Hendrickson	FOR	FOR	
1.6	Elect Dr. Pearl S. Huang	FOR	FOR	
1.7	Re-elect Mr. Christopher A. Kuebler	FOR	FOR	
1.8	Re-elect Dr. Flemming Ornskov	FOR	FOR	
1.9	Re-elect Mr. Thomas P. Salice	FOR	● OPPOSE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Martin I. Cole	FOR	FOR	
1.2	Re-elect Mr. Hikmet Ersek	FOR	FOR	
1.3	Re-elect Mr. Richard A. Goodman	FOR	FOR	
1.4	Re-elect Ms. Betsy D. Holden	FOR	FOR	
1.5	Re-elect Mr. Jeffrey A. Joerres	FOR	FOR	
1.6	Re-elect Mr. Michael A. Miles	FOR	FOR	
1.7	Re-elect Mr. Timothy P. Murphy	FOR	FOR	
1.8	Elect Ms. Joyce A. Phillips	FOR	FOR	
1.9	Re-elect Mr. Jan Siegmund	FOR	FOR	
1.10	Re-elect Ms. Angela Sun	FOR	FOR	
1.11	Re-elect Mr. Solomon D. Trujillo	FOR	FOR	
2	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.
3	Election of the auditor	FOR	FOR	
4	Shareholder resolution: Allow shareholders to act by written consent	OPPOSE	● FOR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

Item	Agenda	Board	Ethos
1	To approve the parent company's financial statements	FOR	FOR
2	To approve the consolidated financial statements	FOR	FOR
3	To approve the allocation of income and the dividend payment	FOR	FOR
4	To approve 2 related-party agreements with SIX Group AG - Second Settlement Agreement and Lock-up Agreement	FOR	FOR
5	To approve a related-party agreement with Deutscher Sparkassen Verlag GmbH (DSV)	FOR	FOR
	Board main features		
6	Re-election of Agnès Audier as a Director for 3 years	FOR	FOR
7	Re-election of Nazan Somer Özelgin as a Director for 3 years	FOR	FOR
8	Re-election of Danielle Lagarde as a Director for 3 years	FOR	FOR
9	Re-election of Lorenz von Habsburg Lothringen as a Director for 3 years	FOR	FOR
10	Re-election of Daniel Schmucki as a Director for 3 years	FOR	FOR
11	Re-election of Johannes Dijsselhof as non-voting Director for 1 year	FOR	FOR
12	To approve the remuneration report	FOR	FOR
13	Ex-post binding "Say on Pay" vote on Gilles Grapinet's remuneration, as Chairman and CEO	FOR	FOR
14	Ex-post binding "Say on Pay" vote on Marc-Henri Desportes' remuneration, as Deputy CEO	FOR	FOR
15	To approve the Chairman and CEO new remuneration policy	FOR	FOR
16	To approve the Deputy CEO new remuneration policy	FOR	FOR
17	To approve the Chairman new remuneration policy	FOR	FOR
18	To approve the directors new remuneration policy	FOR	FOR
19	To approve a treasury share buy-back and disposal programme	FOR	FOR
20	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	FOR	FOR

Item	Agenda	Board	Ethos	
21	Global allowance to issue capital related securities without pre-emptive rights by public issuance	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
22	Global allowance to issue capital related securities without pre-emptive rights through private placement	FOR	● OPPOSE	Discount of 10% of the share price is not in line with French market practice.
23	"Green shoe" authorisation	FOR	● OPPOSE	Additional potential dilution which is not in shareholders' interests.
24	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	FOR	FOR	
25	To authorise capital increases for Ingenico's employees related to an all-employee share ownership plan	FOR	FOR	
26	To authorise capital increases related to an all-employee share ownership plan	FOR	FOR	
27	To authorise capital increases related to an all-non-French-employee share ownership plan	FOR	FOR	
28	To authorise allocation of options (new or existing shares)	FOR	FOR	
29	To authorise the Board to issue restricted shares for employees and/or executive directors	FOR	FOR	
30	Approval of the agreement for the partial contribution of assets, subject to the regime for spin-offs, by the Company of its operational and commercial activities and associated support functions to Worldline France SAS, a wholly-owned subsidiary of	FOR	FOR	
31	Delegation of powers for the completion of formalities	FOR	FOR	

Item	Agenda	Board	Ethos	
1	Approve Merger Agreement	FOR	FOR	
2	Advisory Vote on Golden Parachutes	FOR	● OPPOSE	Concerns over the severance payments which are considered excessive.
3	To approve the adjournment proposal	FOR	● OPPOSE	We consider that when a quorum is achieved, the vote outcome should be considered representative of the shareholder opinion regardless of the result.

Item	Agenda	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Paget L. Alves	FOR	FOR	
1.2	Re-elect Mr. Keith Barr	FOR	FOR	
1.3	Re-elect Mr. Christopher M. Connor	FOR	FOR	
1.4	Re-elect Mr. Brian C. Cornell	FOR	FOR	
1.5	Re-elect Ms. Tanya Domier	FOR	● OPPOSE	Concerns over the director's time commitments.
1.6	Re-elect Mr. David Gibbs	FOR	FOR	
1.7	Re-elect Dr. Mirian Graddick-Weir	FOR	FOR	
1.8	Elect Ms. Lauren R. Hobart	FOR	FOR	
1.9	Re-elect Mr. Thomas C. Nelson	FOR	FOR	
1.10	Re-elect Mr. P. Justin Skala	FOR	FOR	
1.11	Re-elect Ms. Elane B. Stock	FOR	FOR	
1.12	Re-elect Ms. Annie Young-Scrivner	FOR	● OPPOSE	Concerns over the director's time commitments.
2	Election of the auditor	FOR	● OPPOSE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	FOR	● OPPOSE	Excessive variable remuneration.

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